

SYPRIS SOLUTIONS INC  
Form 8-K  
May 10, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 7, 2013**

**Sypris Solutions, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-24020**  
(Commission

File Number)

**61-1321992**  
(IRS Employer

Identification No.)

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**101 Bullitt Lane, Suite 450**

**Louisville, Kentucky**  
(Address of principal executive offices)

**40222**  
(Zip Code)

**Registrant's telephone number, including area code: (502) 329-2000**

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The regular Annual Meeting of Stockholders of Sypris Solutions, Inc. was held in Louisville, Kentucky on May 7, 2013, for the purpose of voting on the proposals described below. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934 and there was no solicitation in opposition to management's nominees for directors. The total number of shares of common stock outstanding as of March 11, 2013, the record date of the Annual Meeting of Stockholders, was 20,008,172.

Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

*Election of Directors.* The stockholders of the Company elected each of the director nominees proposed by the Company's Board of Directors to serve until the 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The following is a breakdown of the voting results:

| <b>DIRECTOR</b> | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON-VOTES</b> |
|-----------------|------------|-----------------|-----------------------------|
| R. Scott Gill   | 16,339,493 | 563,894         |                             |
| Robert F. Lentz | 16,354,806 | 548,581         |                             |
| Robert Sroka    | 16,499,572 | 403,815         |                             |

*Advisory Vote on Named Executive Officer Compensation.* The stockholders of the Company approved an advisory resolution approving the compensation of the Company's named executive officers as disclosed in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 22, 2013 (the Proxy Statement). The following is a breakdown of the voting results:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------|----------------|----------------|-----------------------------|
| 16,445,857 | 442,841        | 14,689         |                             |

*Advisory Vote on the Frequency of Votes on Named Executive Officer Compensation.* The Company's stockholders held an advisory vote regarding the frequency of future advisory votes on executive compensation and voted to conduct such future advisory votes every year. The following is a breakdown of the voting results:

| <b>EVERY<br/>YEAR</b> | <b>EVERY TWO<br/>YEARS</b> | <b>EVERY<br/>THREE<br/>YEARS</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-----------------------|----------------------------|----------------------------------|----------------|-----------------------------|
| 13,624,243            | 6,697                      | 3,270,055                        | 2,392          |                             |

In light of these results, and consistent with the recommendation of the Company's Board of Directors to stockholders in the Proxy Statement, the Company's policy will be to hold an advisory vote on executive compensation every year until the next required vote by stockholders on the frequency of future advisory votes on named executive officer compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 10, 2013

**Sypris Solutions, Inc.**

By: /s/ John R. McGeeney  
John R. McGeeney  
Vice President, General Counsel and Secretary