

ALBANY INTERNATIONAL CORP /DE/
Form 8-K
May 17, 2016
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 13, 2016

ALBANY INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

Delaware **1-10026** **14-0462060**
(State or other jurisdiction (Commission (I.R.S Employer
of incorporation) File Number) Identification No.)

216 Airport Drive Rochester, New Hampshire 03867
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code 603-330-5850

None
(Former name or former address, if changed since last report.)

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

At the Company's Annual Meeting of stockholders held on May 13, 2016, there were five items subject to a vote of security holders: (1) the election of eight members of the Board of Directors of the Company; (2) the ratification of the appointment of KMPG LLP as the Company's independent auditor; (3) the approval, by nonbinding vote, of executive compensation, (4) the approval of the Company's 2011 Incentive Compensation Plan for Section 162(m) purposes, and (5) the approval of a new Directors' Annual Retainer Plan.

1. In the vote for the election of eight members of the Board of Directors of the Company, the number of votes cast for, the number of votes withheld from, and broker non-votes as to each of the nominees were as follows:

| <u>Nominee</u> | Number of Votes For | | Number of Votes Withheld | | Broker Non-Votes | |
|-----------------------|---------------------|------------|--------------------------|---------|------------------|---------|
| | Class A | Class B | Class A | Class B | Class A | Class B |
| Joseph G. Morone | 24,427,066 | 32,328,440 | 1,722,213 | 0 | 1,130,027 | 0 |
| Christine L. Standish | 14,049,298 | 32,328,440 | 12,099,981 | 0 | 1,130,027 | 0 |
| Erland E. Kailbourne | 23,770,009 | 32,328,440 | 2,379,270 | 0 | 1,130,027 | 0 |
| John C. Standish | 14,063,054 | 32,328,440 | 12,086,225 | 0 | 1,130,027 | 0 |
| John R. Scannell | 22,926,614 | 32,328,440 | 3,222,665 | 0 | 1,130,027 | 0 |
| Katharine L. Plourde | 24,160,567 | 32,328,440 | 1,988,712 | 0 | 1,130,027 | 0 |
| John F. Cassidy, Jr. | 22,915,721 | 32,328,440 | 3,233,558 | 0 | 1,130,027 | 0 |
| Edgar G. Hotard | 24,234,636 | 32,328,440 | 1,909,643 | 0 | 1,130,027 | 0 |

2. In the vote for the ratification of the appointment of KPMG LLP as the Company's independent auditor, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

| For | <u>Against</u> | <u>Abstain</u> | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 59,553,451 | 47,427 | 6,868 | 0 |

3. In the vote to approve, by non-binding vote, executive compensation, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

| For | <u>Against</u> | <u>Abstain</u> | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 58,157,530 | 278,800 | 41,389 | 1,130,027 |

4. In the vote to approve the Company's 2011 Incentive Compensation Plan for Section 162(m) purposes, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

| For | <u>Against</u> | <u>Abstain</u> | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 42,429,799 | 16,021,689 | 26,231 | 1,130,027 |

5. In the vote to approve the new Directors' Annual Retainer Plan, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

| For | <u>Against</u> | <u>Abstain</u> | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 58,319,810 | 121,888 | 36,021 | 1,130,027 |

Signature

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.

ALBANY
INTERNATIONAL
CORP.

By: /s/ John B. Cozzolino

Name: John B. Cozzolino
Title: Chief Financial
Officer and Treasurer
(Principal Financial
Officer)

Date: May 17, 2016