

AZZ INC  
Form 8-K  
July 12, 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):  
July 12, 2016

AZZ INC.  
(Exact name of Registrant as specified in its charter)

TEXAS  
(State or Other Jurisdiction of Incorporation  
or Organization)

1-12777  
Commission File No.

75-0948250  
(I.R.S. Employer Identification  
Number)

One Museum Place, Suite 500  
3100 West 7<sup>th</sup> Street  
Fort Worth, TX 76107  
(Address of principal executive offices,  
including zip code)

Registrant's Telephone Number, including Area Code:  
817 810-0095

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 (see General Instruction A.2. below):

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))

Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 12, 2016, Messrs. Martin Bowen and Peter Hegedus have retired from their positions as members of the Board of AZZ Inc. (the “Company”).

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

On July 12, 2016, the Company held its 2016 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders approved three proposals. The proposals are described in detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 23, 2016. The final voting results with respect to each proposal voted upon at the Annual Meeting are set forth below.

Proposal 1. Election of nine directors each to serve for a one year term.

|                       | For        | Withheld | Broker<br>Non-Votes |
|-----------------------|------------|----------|---------------------|
| Daniel E. Berce       | 21,483,785 | 433,545  | 2,238,170           |
| Dr. H. Kirk Downey    | 21,655,095 | 262,235  | 2,238,170           |
| Paul Eisman           | 21,691,148 | 226,182  | 2,238,170           |
| Daniel R. Feehan      | 21,458,640 | 458,690  | 2,238,170           |
| Thomas E. Ferguson    | 21,823,957 | 93,373   | 2,238,170           |
| Kevern R. Joyce       | 21,787,625 | 129,705  | 2,238,170           |
| Venita McCellon-Allen | 21,786,689 | 130,641  | 2,238,170           |
| Stephen E. Pirnat     | 21,288,630 | 628,700  | 2,238,170           |
| Steven R. Purvis      | 21,620,934 | 296,396  | 2,238,170           |

Proposal 2. Approval of the Say-On-Pay Proposal on the Company’s executive compensation program.

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 21,320,476 | 541,681 | 55,173  | 2,238,170           |

Proposal 3. Ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 28, 2017.

| For        | Against   | Abstain |
|------------|-----------|---------|
| 22,015,953 | 1,958,875 | 180,672 |

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.

AZZ  
INC.

/s/ Tara  
Date: July 12, 2016 By: D.  
Mackey  
Tara D.  
Mackey  
Chief  
Legal  
Officer  
and  
Secretary