

ENPRO INDUSTRIES, INC
Form 8-K
May 03, 2018

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 1, 2018

ENPRO INDUSTRIES, INC.

(Exact name of Registrant, as specified in its charter)

| | | |
|------------------------------|--------------------------|----------------|
| North Carolina | 001-31225 | 01-0573945 |
| (State or other jurisdiction | (Commission file number) | (I.R.S. |
| of incorporation | | Employer |
| | | Identification |
| | | No.) |

5605 Carnegie Boulevard, Suite 500

Charlotte, North Carolina 28209

(Address of principal executive offices, including zip code)

(704) 731-1500

(Registrant's telephone number, including area code)

Not Applicable

(Former name or 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “

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

(a) EnPro Industries, Inc. (the "Company") held its 2018 annual meeting of shareholders on May 1, 2018.

(b) The following sets forth the voting results on each of the matters voted upon at the annual meeting:

Proposal 1. Election of Directors.

Each of the following individuals was elected as a director at the annual meeting.

| Nominee | No. of Votes "For" | No. of Votes "Withheld" |
|-----------------------|--------------------|-------------------------|
| Thomas M. Botts | 19,099,529 | 177,319 |
| Felix M. Brueck | 19,097,988 | 178,860 |
| B. Bernard Burns, Jr. | 19,098,026 | 178,822 |
| Diane C. Creel | 19,090,906 | 185,942 |
| David L. Hauser | 18,881,188 | 395,660 |
| John Humphrey | 19,098,054 | 178,794 |
| Stephen E. Macadam | 19,192,024 | 84,824 |
| Kees van der Graaf | 19,068,884 | 207,964 |

There were 974,305 broker non-votes on the proposal for the election of directors.

Proposal 2. Adoption of a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers as disclosed in the Company's proxy statement for the annual meeting.

| No. of Votes "For" | No. of Votes "Against" | No. of Abstentions | No. of Broker Non-votes |
|--------------------|------------------------|--------------------|-------------------------|
| 18,342,384 | 834,769 | 99,695 | 974,305 |

Proposal 3. Ratification of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2018.

| No. of Votes "For" | No. of Votes "Against" | No. of Abstentions | No. of Broker Non-votes |
|--------------------|------------------------|--------------------|-------------------------|
| 19,850,908 | 363,687 | 36,558 | — |

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.

Date: May 3, 2018

ENPRO INDUSTRIES, INC.

By: /s/ Robert S. McLean
Robert S. McLean
Executive Vice President, General Counsel and Secretary