





EXPLANATORY NOTE

This current report on Form 8-K/A (the “Amendment”) amends the current report on Form 8-K filed by Crane Co. (the “Company”) with the U.S. Securities and Exchange Commission on April 25, 2017 (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of the Company’s annual meeting of shareholders held on April 24, 2017 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose the Company’s decision, in light of the shareholder vote, regarding how frequently it will conduct future shareholder advisory votes to approve the compensation of its named executive officers (“say-on-pay”). No other changes have been made to the Original Form 8-K.

SECTION 5 – Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

d) As reported in the Original Form 8-K, at the Annual Meeting shareholders cast 44,415,564 votes, approximately 89% of all votes that were cast, in favor of holding future say-on-pay votes on an annual basis. Crane Co.’s Board of Directors had recommended a vote for annual frequency of say-on-pay votes, as disclosed in the Company’s Proxy Statement dated March 17, 2017. In light of the shareholder vote, the Board of Directors has determined that the Company will hold future say-on-pay votes on an annual basis until the next advisory vote on the frequency of say-on-pay votes occurs. The next advisory vote regarding the frequency of say-on-pay votes is required to occur no later than the 2023 annual meeting of shareholders.

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**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.

CRANE CO.

July 27, 2017

By: /s/ Richard A. Maue  
Richard A. Maue  
Vice President - Finance  
Chief Financial Officer