

GRACO INC  
Form 8-K  
April 28, 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): April 22, 2016

Graco Inc.  
(Exact name of registrant as specified in its charter)

|  |                          |   |
|--|--------------------------|---|
| Minnesota                                      | 001-9249                 | 41-0285640                              |
| (State or other jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 88-11 <sup>th</sup> Avenue Northeast     |            |
| Minneapolis, Minnesota                   | 55413      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (612) 623-6000

Not Applicable  
(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:

1

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- 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))

2

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

On April 22, 2016, Graco Inc. (the "Company") held its Annual Meeting of Shareholders (the "Annual Meeting") in Minneapolis, Minnesota. Set forth below are the final voting results on each matter submitted to a vote of security holders at the Annual Meeting. Each proposal is described in detail in the Company's Proxy Statement for 2016 Annual Meeting, filed with the Securities and Exchange Commission on March 9, 2016 (the "2016 Proxy Statement").

Proposal 1

The following directors were elected to serve for three-year terms:

| Name              | For        | Against | Abstain | Broker Non-Votes |
|-------------------|------------|---------|---------|------------------|
| Eric P. Etchart   | 44,870,580 | 667,800 | 42,093  | 4,982,145        |
| Jody H. Feragen   | 44,706,005 | 833,387 | 41,081  | 4,982,145        |
| J. Kevin Gilligan | 44,834,339 | 689,831 | 56,303  | 4,982,145        |

Proposal 2

The appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year 2016 was ratified:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 49,090,778 | 1,445,468 | 26,372  |

Proposal 3

Shareholders approved, on an advisory basis, the compensation paid to our Named Executive Officers as disclosed in the 2016 Proxy Statement:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 42,998,988 | 1,754,809 | 826,676 | 4,982,145        |

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, thereunto duly authorized.

GRACO INC.

Date: April 28, 2016 By: /s/ Karen Park Gallivan  
Karen Park Gallivan  
Its: Vice President, General Counsel and Secretary