

GRANITE CONSTRUCTION INC
Form 8-K
June 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 4, 2015

GRANITE CONSTRUCTION INCORPORATED
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-12911 (Commission File Number) | 77-0239383 (IRS Employer Identification No.) |
|---|--|--|

585 West Beach Street
Watsonville, California 95076
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (831) 724-1011

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 Instructions 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))

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

The Company held its Annual Meeting of Shareholders on June 4, 2015. A total of 37,580,070 shares of the Company's common stock were present or represented by proxy at the meeting, representing approximately 95% of the Company's shares outstanding as of the April 10, 2015 record date. The final results of voting on each of the matters submitted to a vote of the shareholders at the Annual Meeting are as follows:

1. The election of two (2) director nominees to serve for the ensuing three-year term and until their successors are elected and qualified:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------|------------|---------|---------|------------------|
| David H. Kelsey | 33,794,989 | 720,738 | 134,695 | 2,929,648 |
| James W. Bradford, Jr. | 34,179,677 | 336,129 | 134,616 | 2,929,648 |

2. Advisory vote on the compensation of the Company's named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 33,671,635 | 808,083 | 170,704 | 2,929,648 |

3. Approval of the Granite Construction Incorporated Annual Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 34,029,710 | 460,655 | 160,057 | 2,929,648 |

4. Approval of the Granite Construction Incorporated Long Term Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 33,988,384 | 475,715 | 186,323 | 2,929,648 |

5. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015:

| For | Against | Abstain |
|------------|---------|---------|
| 37,189,995 | 249,824 | 140,251 |

Pursuant to the foregoing votes, the two (2) director nominees listed above were elected to serve on the Company's Board of Directors for the ensuing three-year term and until their successors are duly elected, the compensation of the named executive officers was approved on an advisory basis, the Granite Incorporated Annual Incentive Plan and Long Term Incentive Plan were approved and the appointment of PricewaterhouseCoopers as the Company's independent registered public accounting firm was ratified.

[Signature page follows.]

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.

GRANITE CONSTRUCTION INCORPORATED

By: /s/ Richard A. Watts
Richard A. Watts
Senior Vice President, General Counsel
and Secretary

Date: June 9, 2015