

EMCOR GROUP INC  
Form 8-K  
June 02, 2017

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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): June 1, 2017  
EMCOR Group, Inc.

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(Exact Name of Registrant as Specified in Its Charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

1-8267                                      11-2125338  
(Commission File Number) (I.R.S. Employer Identification No.)

301 Merritt Seven, Norwalk, CT                      06851-1092  
(Address of Principal Executive Offices) (Zip Code)

(203) 849-7800

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(Registrant's Telephone Number, Including Area Code)

N/A

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(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))

Indicate by check mark whether the registrant is an emerging growth company 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.

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

On June 1, 2017 at the 2017 Annual Meeting of Stockholders of EMCOR Group, Inc. (the "Company"), the stockholders of the Company voted on the following four items:

1. To elect eleven directors to serve until the Company's next Annual Meeting of Stockholders and until their successors are duly elected and qualified.
2. To consider a non-binding advisory resolution approving executive compensation.
3. To consider a non-binding advisory resolution on the frequency of the non-binding advisory vote on executive compensation.
4. To ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2017.
5. To consider a shareholder proposal regarding action by written consent.

The results are as follows:

Proposal 1. The nominees for director were elected based upon the following votes:

| <u>Nominee</u>           | <u>Shares For</u> | <u>Shares Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--------------------------|-------------------|-----------------------|--------------------|-------------------------|
| John W. Altmeyer         | 52,586,788        | 354,122               | 13,964             | 1,929,625               |
| Stephen W. Bershad       | 52,441,444        | 499,248               | 14,182             | 1,929,625               |
| David A.B. Brown         | 51,892,812        | 1,047,845             | 14,217             | 1,929,625               |
| Anthony J. Guzzi         | 52,506,764        | 436,356               | 11,754             | 1,929,625               |
| Richard F. Hamm, Jr.     | 51,934,516        | 1,007,162             | 13,196             | 1,929,625               |
| David H. Laidley         | 52,586,428        | 354,626               | 13,820             | 1,929,625               |
| Carol P. Lowe            | 52,813,282        | 129,080               | 12,512             | 1,929,625               |
| M. Kevin McEvoy          | 52,567,002        | 375,071               | 12,801             | 1,929,625               |
| Jerry E. Ryan            | 52,302,475        | 638,482               | 13,917             | 1,929,625               |
| Steven B. Schwarzwaelder | 52,568,369        | 373,462               | 13,043             | 1,929,625               |
| Michael T. Yonker        | 52,137,826        | 803,952               | 13,096             | 1,929,625               |

A copy of the press release announcing the re-election of incumbent directors standing for election and the election of Ms. Carol P. Lowe to the Board of Directors of the Company is attached as Exhibit 99.1.

Proposal 2. The proposal for stockholders to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers was approved based upon the following votes:

|                   |            |
|-------------------|------------|
| Shares For        | 50,427,864 |
| Shares Against    | 2,468,383  |
| Shares Abstaining | 58,627     |
| Broker Non-Votes  | 1,929,625  |

Proposal 3. The stockholders voted, on a non-binding advisory basis, on whether the non-binding advisory vote on the compensation of the Company's named executive officers should occur every year, every two years or every three years. The results were as follows:

Shares for Every Year    Shares for Every 2 Years    Shares for Every 3 Years    Shares Abstaining    Broker Non-Votes

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43,862,078                      28,723                                      9,021,289                                      42,784                                      1,929,625

In light of these results, and consistent with its own recommendation, the Board of Directors of the Company has determined to provide the Company's stockholders with an annual advisory vote on the compensation of the Company's named executive officers until the next required vote on the frequency of such advisory votes. The Company is required to hold a vote on frequency every six years.

Proposal 4. The proposal for stockholders to ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2017 was approved based upon the following votes:

|                   |            |
|-------------------|------------|
| Shares For        | 54,128,846 |
| Shares Against    | 745,281    |
| Shares Abstaining | 10,372     |

There were no broker non-votes on this item.

Proposal 5. The proposal for stockholders to consider a proposal requiring the Board of Directors of the Company to take steps to permit shareholder actions to be taken by written consent in lieu of a meeting of the shareholders was not approved, based on the following votes:

|                   |            |
|-------------------|------------|
| Shares For        | 23,264,743 |
| Shares Against    | 29,469,392 |
| Shares Abstaining | 220,739    |
| Broker Non-Votes  | 1,929,625  |

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits

Exhibit 99.1 Press Release dated June 1, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

EMCOR GROUP, INC.

Date: June 2, 2017 By: /s/ Maxine L. Mauricio  
Name: Maxine L. Mauricio  
Title: Senior Vice President,  
General Counsel and  
Secretary

Exhibit Index

Exhibit No. Description

99.1 Press Release dated June 1, 2017