

PHIBRO ANIMAL HEALTH CORP

Form 8-K

November 06, 2018

**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): November 6, 2018 (November 5, 2018)

**Phibro Animal Health Corporation**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

**Delaware**

**01-36410**

**13-1840497**

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

**Glenpointe Centre East, 3rd Floor**

**300 Frank W. Burr Boulevard, Suite 21**

**Teaneck, New Jersey 07666-6712**

(Address of Principal Executive Offices, including Zip Code)

**(201) 329-7300**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(Former name or former address, if changed since last report)**

Check the appropriate box below if this Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On November 6, 2018, Phibro Animal Health Corporation (the “Company”) issued a press release announcing its operating results for the first quarter of the fiscal year ending June 30, 2019. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this report, including the exhibit attached hereto, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## **ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On November 5, 2018, Phibro Animal Health Corporation (the “Corporation”) held its annual meeting of stockholders (the “Meeting”). Present at the Meeting in person or by proxy were holders of 19,131,798 shares of Class A common stock of the Corporation and 20,196,034 shares of Class B common stock of the Corporation, which together represent 99.5% of the voting power of all shares of common stock of the Corporation as of September 6, 2018, the record date for the Meeting, and constituting a quorum for the transaction of business at the Meeting.

The stockholders of the Corporation voted on the following items at the Meeting:

1. To elect three Class II Directors to serve until the 2021 annual meeting of stockholders and until their successors are duly elected and qualified; and
2. To ratify the selection of PricewaterhouseCoopers LLP (“PwC”) as the Corporation’s independent registered public accounting firm for the fiscal year ending June 30, 2019.

For more information about the foregoing proposals, see the Corporation’s 2018 Proxy Statement.

Holders of the shares of Class A common stock are entitled to one vote per share and holders of the shares of Class B common stock are entitled to ten votes per share. Holders of the shares of Class A common stock and holders of the shares of Class B common stock voted together as a single class on all matters (including the election of directors) submitted to a vote of stockholders at the Meeting.

The voting results for each of these proposals are detailed below.

**1. Election of Class II Directors**

| <b><u>Director Nominee</u></b> | <b><u>Votes For</u></b> | <b><u>Votes Withheld</u></b> | <b><u>Broker Non-Votes</u></b> |
|--------------------------------|-------------------------|------------------------------|--------------------------------|
| Gerald K. Carlson              | 211,024,769             | 9,201,868                    | 865,501                        |
| Mary Lou Malanoski             | 218,431,471             | 1,795,166                    | 865,501                        |
| Carol A. Wrenn                 | 211,012,271             | 9,214,366                    | 865,501                        |

Based on the votes set forth above, each director nominee was duly elected to serve until the 2021 annual meeting of stockholders and until his or her successor is duly elected and qualified.

**2. Ratification of the Selection of PwC as Independent Registered Public Accounting Firm**

**Votes For   Votes Against   Abstained**

219,851,813   1,236,115   4,210

There were no broker non-votes on this proposal.

Based on the votes set forth above, the stockholders ratified the selection of PwC as the Corporation's independent registered public accounting firm for the fiscal year ending June 30, 2019.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

**Exhibit**

**Description**

**Number**

99.1   Press Release, dated November 6, 2018.

**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 thereunto duly authorized.

PHIBRO ANIMAL HEALTH CORPORATION

Registrant

Date: November 6, 2018

By: /s/ Thomas G. Dagger

Name: Thomas G. Dagger

Senior Vice President, General Counsel

Title: and Corporate Secretary