

HNI CORP
Form 8-K
May 09, 2014

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): May 6, 2014

HNI Corporation
(Exact name of registrant as specified in charter)

| | | |
|---|--------------------------|--------------------------------------|
| Iowa | 1-14225 | 42-0617510 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

408 East Second Street, P.O. Box 1109, Muscatine, Iowa 52761-0071
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (563) 272-7400

N/A
(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.):

- 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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Lead Director

On May 6, 2014, the Board of Directors (the "Board") of HNI Corporation (the "Corporation") elected Abbie J. Smith, as Lead Director of the Corporation for a term of one (1) year, commencing May 6, 2014, or until her replacement is elected. For her services as Lead Director, Ms. Smith will receive an annual retainer of \$15,000 in addition to the annual retainer paid to Ms. Smith as a member of the Board. Ms. Smith currently is a member of the Public Policy and Corporate Governance Committee of the Board and has been a Director of the Corporation since 2000.

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

The Corporation held the 2014 Annual Meeting to: (i) elect four directors to the Board – each for a term of three years; (ii) ratify the selection of PricewaterhouseCoopers LLP by the Corporation's Audit Committee as the Corporation's independent registered public accountant for the fiscal year ending January 3, 2015; and (iii) hold an advisory vote to approve named executive officer compensation. As of March 7, 2014, the record date for the 2014 Annual Meeting, there were 45,136,989 outstanding shares of the Corporation's common stock eligible to vote.

Proposal No. 1 – Election of Directors. The Corporation's shareholders approved four nominees for election to the Board for a term expiring at the Corporation's 2017 Annual Meeting of Shareholders with votes as follows:

| Director | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|---------|---------|------------------|
| Miguel M. Calado | 35,397,444 | 294,749 | 224,234 | 4,758,968 |
| Cheryl A. Francis | 35,447,180 | 291,812 | 177,435 | 4,758,968 |
| Larry B. Porcellato | 35,321,575 | 396,848 | 198,004 | 4,758,968 |
| Brian E. Stern | 35,320,985 | 414,295 | 181,147 | 4,758,968 |

The Corporation's other Directors: (i) Stan A. Askren, Mary H. Bell and Ronald V. Waters, III continue to serve as directors for terms ending at the Corporation's 2015 Annual Meeting of Shareholders; and (ii) James R. Jenkins, Dennis J. Martin and Abbie J. Smith continue to serve as directors for terms ending at the Corporation's 2016 Annual Meeting of Shareholders.

Proposal No. 2 – Ratification of PricewaterhouseCoopers LLP as the Corporation's Independent Registered Public Accountant for Fiscal 2014. The Corporation's shareholders ratified the selection of PricewaterhouseCoopers LLP as the Corporation's independent registered public accountant for the fiscal year ending January 3, 2015 with votes as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 39,981,587 | 515,122 | 178,686 | -0- |

Proposal No. 3 – Advisory Vote to Approve Named Executive Officer Compensation. The Corporation's shareholders approved, on an advisory basis, the compensation awarded by the Corporation to its Named Executive Officers as disclosed in the Proxy Statement with votes as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 34,711,950 | 850,373 | 354,104 | 4,758,968 |

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.

HNI Corporation

Date: May 9, 2014

By: /s/ Steven M. Bradford
Steven M. Bradford
Vice President, General Counsel and
Secretary