

Oil-Dri Corp of America  
Form 8-K  
December 11, 2018

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) December 11, 2018

Oil-Dri Corporation of America  
(Exact name of registrant as specified in its charter)

Delaware	001-12622	36-2048898
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

410 North Michigan Avenue  
Suite 400

60611-4213

Chicago, Illinois

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (312) 321-1515

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 (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.

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

Oil-Dri Corporation of America (the “Company”) held its annual meeting of stockholders on December 11, 2018. See the Company’s 2018 Proxy Statement for more information on the proposals presented at the meeting, the relevant portions of which are incorporated herein by reference.

PROPOSAL 1: ELECTION OF DIRECTORS

The stockholders elected all of the nominees for director recommended by the Company’s Board of Directors (the “Board”). The voting results were as follows:

Director	For	Withheld	Broker Non-Votes
Ellen-Blair Chube	22,614,684	53,572	917,120
J. Steven Cole	22,517,372	150,884	917,120
Daniel S. Jaffee	21,476,455	1,191,801	917,120
Joseph C. Miller	20,586,567	2,081,689	917,120
Michael A. Nemeroff	20,287,660	2,380,596	917,120
George C. Roeth	22,607,888	60,368	917,120
Allan H. Selig	20,396,175	2,272,081	917,120
Paul E. Suckow	21,996,442	671,814	917,120
Lawrence E. Washow	22,609,927	58,329	917,120

PROPOSAL 2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR

The stockholders ratified the appointment of Grant Thornton LLP as independent auditor for the fiscal year ending July 31, 2019. The voting results were as follows:

For 23,500,480  
 Against 82,639  
 Abstain 2,257

Item 8.01 Other Events.

Also on December 11, 2018, the Company’s Board of Directors declared quarterly cash dividends of \$0.24 per share of the Company’s Common Stock and 0.18 per share of the Company’s Class B Stock. The dividends will be payable on March 1, 2019, to stockholders of record at the close of business on February 15, 2019. A copy of the Company’s press release announcing these matters is attached as Exhibit 99.1 and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number

Description of Exhibits

99.1 Press Release dated December 11, 2018 (Cash Dividends)



SIGNATURES

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

OIL-DRI CORPORATION OF AMERICA

By: /s/ Laura G. Scheland  
Laura G. Scheland  
Vice President, General Counsel and Secretary

Date: December 11, 2018