

CURTISS WRIGHT CORP  
Form 8-K  
May 08, 2015

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 7, 2015

CURTISS-WRIGHT CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| Delaware   | 1-134                       | 13-0612970                           |
| (State or Other<br>Jurisdiction of<br>Incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

|  |                     |
|--|---------------------|
| 13925 Ballantyne Corporate Place, Suite 400<br>Charlotte, North Carolina<br>(Address of Principal Executive Offices) | 28277<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (704) 869-4600

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))



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

The Company held its Annual Meeting of Stockholders on May 7, 2015. The following matters set forth in the Company's Proxy Statement dated March 25, 2015, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, were voted upon with the results indicated below.

1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

|                   | FOR        | WITHELD |
|-------------------|------------|---------|
| David C. Adams    | 40,478,048 | 847,040 |
| Dean M. Flatt     | 41,073,015 | 252,073 |
| S. Marce Fuller   | 40,709,897 | 615,191 |
| Allen A. Kozinski | 41,029,021 | 296,067 |
| John R. Myers     | 40,786,059 | 539,029 |
| John B. Nathman   | 41,071,376 | 253,712 |
| Robert J. Rivet   | 41,158,623 | 166,465 |
| William W. Sihler | 40,709,181 | 615,907 |
| Albert E. Smith   | 41,070,971 | 254,117 |
| Stuart W. Thorn   | 41,144,840 | 180,248 |

2. A proposal seeking ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015 was approved, with the votes cast as follows:

| FOR        | AGAINST | ABSTENTIONS |
|------------|---------|-------------|
| 44,144,149 | 492,550 | 30,671      |

A proposal seeking approval, on an advisory basis, of a resolution approving the compensation paid to the Company's named executive officers, as disclosed in the Proxy Statement for the 2015 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission,

3. including the Compensation Discussion and Analysis, the Summary Compensation Table, and the related compensation tables and accompanying narrative disclosure therein was approved, with the votes cast as follows:

| FOR        | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|---------|-------------|------------------|
| 40,306,612 | 937,927 | 80,549      | 3,342,282        |

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.

CURTISS-WRIGHT CORPORATION

By: /s/ Glenn E. Tynan  
Glenn E. Tynan  
Vice-President and  
Chief Financial Officer

Date: May 8, 2015