

AMERICAN WOODMARK CORP

Form 8-K

August 26, 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):

August 21, 2014

American Woodmark Corporation

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction
of incorporation)

000-14798

(Commission
File Number)

54-1138147

(IRS Employer
Identification No.)

3102 Shawnee Drive, Winchester, Virginia

(Address of principal executive offices)

22601

(Zip Code)

Registrant's telephone number, including area code:

(540) 665-9100

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))

American Woodmark Corporation

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the Annual Meeting of Shareholders of American Woodmark Corporation held on August 21, 2014, the holders of 14,961,866 of the 15,514,527 shares of the Company's common stock outstanding voted on one or more matters either in person at the meeting or by duly executed and delivered proxies. The shareholders approved the three items outlined in the Company's Proxy Statement that was sent to shareholders and filed with the SEC in accordance with Regulation 14A under the Securities Exchange Act of 1934, as amended.

The following items were approved at the Company's Annual Meeting:

| | Votes "FOR" | Votes "AGAINST" | Votes "ABSTAINED" | Broker "NON-VOTES" |
|--|----------------|--------------------|----------------------|-----------------------|
| 1. Election of the Board of Directors: | | | | |
| William F. Brandt, Jr. | 14,286,370 | 23,822 | 1,560 | 650,114 |
| Andrew B. Cogan | 13,988,658 | 318,391 | 4,703 | 650,114 |
| Martha M. Dally | 13,975,529 | 332,132 | 4,091 | 650,114 |
| James G. Davis, Jr. | 13,575,488 | 731,561 | 4,703 | 650,114 |
| S. Cary Dunston | 14,270,860 | 24,308 | 16,584 | 650,114 |
| Kent B. Guichard | 14,272,801 | 36,170 | 2,781 | 650,114 |
| Daniel T. Hendrix | 13,926,384 | 375,185 | 10,183 | 650,114 |
| Kent J. Hussey | 13,922,643 | 379,189 | 9,920 | 650,114 |
| Carol B. Moerdyk | 14,134,732 | 171,836 | 5,184 | 650,114 |
| Vance W. Tang | 13,975,386 | 331,387 | 4,979 | 650,114 |
| 2. Ratification of Selection of Independent Registered Public Accounting Firm | 14,731,632 | 220,120 | 10,114 | — |
| 3. Advisory Vote to Approve Executive Compensation | 13,910,721 | 330,810 | 70,221 | 650,114 |

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.

AMERICAN WOODMARK CORPORATION
(Registrant)

/s/ M. SCOTT CULBRETH

M. Scott Culbreth
Senior Vice President and Chief Financial Officer

Date: August 26, 2014
Signing on behalf of the registrant and as principal
financial officer

/s/ KENT B. GUICHARD

Kent B. Guichard
Chairman & Chief Executive Officer

Date: August 26, 2014
Signing on behalf of the registrant and as principal
executive officer