

NORDSON CORP  
Form 8-K  
March 01, 2019

**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): February 26, 2019**

**NORDSON CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Ohio**  
**(State or Other Jurisdiction)**

**0-7977**  
**(Commission)**

**34-0590250**  
**(I.R.S. Employer)**

**of Incorporation)**

**File Number)**

**Identification Number)**

**28601 Clemens Road**

**Westlake, Ohio 44145**

**(Address of Principal Executive Offices, including Zip Code)**

**Registrant's Telephone Number, including Area Code: 440-892-1580**

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:

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.**

At the 2019 Annual Meeting, 53,594,138 shares, of the 57,609,588 shares that were outstanding and entitled to vote (93.02%), were represented in person or by proxy, constituting a quorum. The final voting results for each of the proposals submitted to a vote of shareholders at the 2019 Annual Meeting are set forth below.

**Proposal 1** The Company's shareholders elected Lee C. Banks, Randolph W. Carson, and Victor L. Richey, Jr. to the Board of Directors, each to serve until the 2022 annual meeting of shareholders and until his successor is duly elected and qualified or until his earlier death, resignation or removal. The votes were cast as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Lee C. Banks	47,678,237	2,080,200	3,835,701
Randolph W. Carson	45,287,620	4,470,817	3,835,701
Victor L. Richey, Jr.	36,081,755	13,676,682	3,835,701

**Proposal 2** The Company's shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2019. The votes were cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
53,058,925	486,436	48,777

**Proposal 3** The Company's shareholders approved, on an advisory, non-binding basis, the compensation of the Company's named executive officers as described in the Compensation Discussion and Analysis and the accompanying tabular and narrative disclosure included in the Proxy Statement for the 2019 Annual Meeting. The votes were cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
48,741,054	893,915	123,468	3,835,701

**SIGNATURE**

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

**NORDSON CORPORATION**

Date: March 1, 2018

By: /s/ Gina A. Beredo  
Gina A. Beredo  
*Executive Vice President, General Counsel &  
Secretary*