MATRIX SERVICE CO
Form 8-K
November 01, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) October 30, 2018

Matrix Service Company
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	001-15461	73-1352174
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
	5100 E Skelly Dr., Suite 500, Tulsa, OK (Address of Principal Executive Offices)	74135 (Zip Code)

918-838-8822
(Registrant's Telephone Number, Including Area Code)
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 (17 CFR §230.405) or Rule 12b-2 of the Securities Act of 1934 (17 CFR §240.12b-2).
Emerging growth company
If an emerging growth company, indicate by check mark if the registrant has elected to not 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.

On October 30, 2018, Matrix Service Company (the "Company"), held its 2018 Annual Meeting of Stockholders (the "Annual Meeting"). Set forth below are the matters acted upon by the stockholders at the Annual Meeting, and the final voting results of each such proposal.

Proposal One - Election of Directors

The nominees for election to the Board of Directors were elected to serve for a term expiring at the 2019 annual meeting of stockholders or until their successors shall be duly elected and qualified. The results of the vote were as follows:

Nominee	Votes For	Votes Against	Abstentions	Broker Non Votes
Martha Z. Carnes	21,912,577	521,704	8,562	1,749,172
John D. Chandler	21,721,478	713,629	7,736	1,749,172
John W. Gibson	21,908,198	525,983	8,662	1,749,172
John R. Hewitt	21,957,470	477,461	7,912	1,749,172
Liane K. Hinrichs	21,968,537	465,744	8,562	1,749,172
James H. Miller	21,904,596	529,685	8,562	1,749,172
Jim W. Mogg	21,877,134	557,798	7,911	1,749,172

Proposal Two - Ratification of Selection of Independent Registered Public Accounting Firm

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2019 was approved. The results of the vote were as follows:

For	23,822,750
Against	359,230
Abstentions	10,035

Proposal Three - Advisory Vote to Approve Named Executive Officer Compensation

The stockholders voted to approve, on an advisory basis, named executive officer compensation for fiscal 2018. The results were as follows:

For	21,900,945
Against	457,966
Abstentions	83,932
Broker non votes	1,749,172

Proposal Four - To Approve the Matrix Service Company 2018 Stock and Incentive Compensation Plan

The stockholders voted to approve the Matrix Service Company 2018 Stock and Incentive Compensation Plan. The results were as follows:

For	20,088,549
Against	2,333,705
Abstentions	20,589
Broker non votes	1,749,172

Item 9.01 Financial Statements and Exhibits.

The following exhibit is filed herewith:

Exhibit No.	Description
10	Matrix Service Company 2018 Stock and Incentive Compensation Plan (Appendix A to the Company's proxy statement (File No. 1-15461) filed September 21, 2018, is hereby incorporated by reference).

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.

Matrix Service Company

Dated: November 1, 2018 By: /s/ Kevin S. Cavanah

Kevin S. Cavanah
Vice President and Chief Financial Officer