

GIBRALTAR INDUSTRIES, INC.

Form 8-K

May 04, 2012

**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) May 4, 2012 (May 3, 2012)

**GIBRALTAR INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation )

**0-22462**  
(Commission

File Number)

**16-1445150**  
(IRS Employer

Identification No.)

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**3556 Lake Shore Road**

**P.O. Box 2028**

**Buffalo, New York 14219-0228**

**(Address of principal executive offices) (Zip Code)**

**(716) 826-6500**

**(Registrant's telephone number, including area code)**

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))

**Item 2.02 Results of Operations and Financial Condition.**

and

**Item 7.01 Regulation FD Disclosure**

The following information is furnished pursuant to both Item 2.02 and Item 7.01:

On May 3, 2012, Gibraltar Industries, Inc. (the Company) issued a news release reporting results for the three months ended March 31, 2012. A copy of the news release (the Release) is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information in this Form 8-K under the captions Items 2.02 and 7.01 and Item 9.01, including the Release, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 (the Securities Act) or the Exchange Act, unless the Company specifically incorporates it by reference in a document filed under the Securities Act or the Exchange Act.

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

Gibraltar Industries, Inc. (the Company) held its Annual Meeting of Stockholders on May 3, 2012 (the 2012 Annual Meeting) in Buffalo, New York. Stockholders representing 29,306,840 shares, or 96.0%, of the common shares outstanding as of the March 19, 2012 record date were present in person or were represented at the meeting by proxy. The items listed below were submitted to a vote of the stockholders through the solicitation of proxies. The proposals are described in the Company's Proxy Statement for the 2012 Annual Meeting. Final voting results are shown below.

Proposal 1 Election of Directors

Each nominee for election of director requires a majority of the shares present at the 2012 Annual Meeting entitled to vote in order to be elected. Two Class III Directors were elected to hold office for a term expiring in 2015. The following summarizes the votes received for each nominee for director:

| Director            | Votes Cast |         | Abstain | Broker<br>Non-Votes |
|---------------------|------------|---------|---------|---------------------|
|                     | For        | Against |         |                     |
| David N. Campbell   | 27,166,558 | 552,920 | 585,865 | 1,001,497           |
| William P. Montague | 27,129,403 | 590,075 | 585,865 | 1,001,497           |

Proposal 2 Advisory Vote on Executive Compensation ( Say-on-Pay )

This proposal was an advisory vote of the stockholders to approve the Company's compensation of its named executive officers (commonly referred to as the Say-on-Pay vote). The following summarizes the voting results for the advisory Say-on-Pay vote:

| <b>Votes Cast</b> | <b>Votes Cast</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------------|----------------|-------------------------|
| <b>For</b>        | <b>Against</b>    |                |                         |
| 19,865,561        | 7,811,196         | 628,586        | 1,001,497               |

Proposal 3 Approval of the Material Terms of the Annual Performance Stock Unit Grant

This proposal required the affirmative vote of holders of a majority of the shares present at the 2012 Annual Meeting entitled to vote. The following summarizes the voting results for the approval of the material terms of the annual performance stock unit grant:

| <b>Votes Cast</b> | <b>Votes Cast</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------------|----------------|-------------------------|
| <b>For</b>        | <b>Against</b>    |                |                         |
| 26,788,427        | 329,521           | 1,187,395      | 1,001,497               |

Proposal 4 Approval of an Amendment to the Certificate of Incorporation

This proposal required the affirmative vote of holders of a majority of the stockholders at the 2012 Annual Meeting. The following summarizes the voting results for the approval of the amendment to the certificate of incorporation:

| <b>Votes Cast</b> | <b>Votes Cast</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------------|----------------|-------------------------|
| <b>For</b>        | <b>Against</b>    |                |                         |
| 22,239,267        | 5,494,617         | 571,459        | 1,001,497               |

Proposal 5 Ratification of Selection of Independent Registered Public Accounting Firm

This proposal required the affirmative vote of holders of a majority of the shares present at the 2012 Annual Meeting entitled to vote. The following summarizes the voting results for the ratification of the selection of Ernst & Young LLP as the Company's Independent Public Accounting Firm for the year ending December 31, 2012:

| <b>Votes Cast</b> | <b>Votes Cast</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------------|----------------|-------------------------|
| <b>For</b>        | <b>Against</b>    |                |                         |
| 29,283,781        | 19,577            | 3,482          |                         |

**Item 9.01 Financial Statements and Exhibits**

(a)-(c) Not Applicable

(d) Exhibits:

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | News Release issued by Gibraltar Industries, Inc. on May 3, 2012 |

**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.

Date: May 4, 2012

**GIBRALTAR INDUSTRIES, INC.**

By: /s/ Kenneth W. Smith  
Kenneth W. Smith  
Senior Vice President and Chief Financial Officer