

GREENBRIER COMPANIES INC  
Form 8-K  
January 14, 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) January 8, 2014**

**THE GREENBRIER COMPANIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Commission File No. 1-13146**

**Oregon**  
**(State of Incorporation)**

**One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035**

**93-0816972**

**(I.R.S. Employer Identification No.)**

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

**(503) 684-7000**

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

**Former name or former address, if changed since last report: N/A**

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**

At the Annual Meeting of Shareholders of the Company held on January 8, 2014, four proposals were voted upon by the Company's shareholders. A brief discussion of each proposal voted upon at the Annual Meeting and the number of votes cast for, against, withheld, abstentions and broker non-votes to each proposal are set forth below.

A vote was taken at the Annual Meeting for the election of three directors of the Company to hold office until the Annual Meeting of Shareholders to be held in 2017, or until their successors are elected and qualified. The Company's Bylaws were amended on October 29, 2013, to decrease the number of directors from ten to nine, effective as of January 8, 2014. The aggregate numbers of shares of Common Stock voted in person or by proxy for each nominee were as follows:

| <b>Nominee</b>    | <b>Votes for Election</b> | <b>Votes Withheld</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|-------------------|---------------------------|-----------------------|------------------------|-------------------------|
| Graeme A. Jack    | 21,237,547                | 518,321               |                        | 3,478,948               |
| Victoria McManus  | 21,093,514                | 662,354               |                        | 3,478,948               |
| Wendy L. Teramoto | 18,332,101                | 3,423,767             |                        | 3,478,948               |

A vote was taken at the Annual Meeting to approve a non-binding advisory resolution regarding the 2013 compensation of the Company's named executive officers. The aggregate number of shares of Common Stock in person or by proxy which voted for, voted against, abstained and broker non-votes from the vote were as follows:

| <b>Votes for Approval</b> | <b>Votes against Approval</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|---------------------------|-------------------------------|------------------------|-------------------------|
| 20,469,396                | 485,477                       | 800,995                | 3,478,948               |

A vote was taken at the Annual Meeting on a proposal to approve the adoption of The Greenbrier Companies, Inc. Umbrella Performance-Based Plan for Executive Officers (the Umbrella Plan), to allow the Company to grant to its executive officers cash bonus awards under its annual short-term incentive program for executive officers and long-term equity-based incentive awards under its 2010 Amended and Restated Stock Incentive Plan that may qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code. The aggregate number of shares of Common Stock in person or by proxy which voted for, voted against, abstained and broker non-votes from the vote were as follows:

| <b>Votes for Approval</b> | <b>Votes against Approval</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|---------------------------|-------------------------------|------------------------|-------------------------|
| 20,244,724                | 1,265,403                     | 245,741                | 3,478,948               |

A vote was taken at the Annual Meeting on the proposal to ratify the appointment of KPMG LLP as the Company's independent auditors for the year ending August 31, 2014. The aggregate number of shares of Common Stock in person or by proxy which voted for, voted against, abstained and broker non-votes from the vote were as follows:

| <b>Votes for Approval</b> | <b>Votes against Approval</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|---------------------------|-------------------------------|------------------------|-------------------------|
| 23,732,469                | 1,412,976                     | 89,371                 |                         |

**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.

**THE GREENBRIER COMPANIES, INC.**

Date: January 14, 2014

By: /s/ Mark J. Rittenbaum  
Mark J. Rittenbaum  
Executive Vice President and Chief Financial  
Officer  
(Principal Financial Officer)