

ADTRAN INC
Form 8-K
May 13, 2016

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): May 11, 2016

ADTRAN, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------------------|---------------------|-------------------------------|
| Delaware | 0-24612 | 63-0918200 |
| (State of | (Commission | (I.R.S. Employer |
| Incorporation) | file number) | Identification Number) |
| 901 Explorer Boulevard, Huntsville, Alabama 35806-2807 | | |

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(Address of principal executive offices, including zip code)

(256) 963-8000

(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 (*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.

ADTRAN, Inc. held its Annual Meeting of Stockholders on May 11, 2016 (Annual Meeting). At the Annual Meeting, ADTRAN's stockholders (i) elected seven directors to serve a one year term expiring at the 2017 Annual Meeting of Stockholders (Proposal 1); (ii) approved, on an advisory basis, the executive compensation policies of ADTRAN as well as the compensation of the named executive officers (Proposal 2); and (iii) ratified the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for 2016 (Proposal 3). The voting results for these proposals are presented in the tables below:

Proposal 1 Election of Directors

| | For | Withheld | Broker Non-Votes |
|-------------------|------------|----------|---------------------|
| Thomas R. Stanton | 42,813,698 | 771,805 | 2,962,574 |
| H. Fenwick Huss | 43,318,680 | 266,823 | 2,962,574 |
| William L. Marks | 42,985,788 | 599,715 | 2,962,574 |
| Anthony J. Melone | 43,406,348 | 179,155 | 2,962,574 |
| Balan Nair | 42,714,643 | 870,860 | 2,962,574 |
| Roy J. Nichols | 42,983,787 | 601,716 | 2,962,574 |
| Kathryn A. Walker | 43,015,058 | 570,445 | 2,962,574 |

Proposal 2 Advisory Vote on Executive Compensation

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|---------|---------|---------------------|
| | 42,664,076 | 851,688 | 69,739 | 2,962,574 |

Proposal 3 Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2016

| | For | Against | Abstain |
|--|------------|---------|---------|
| | 45,980,608 | 544,074 | 23,395 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on May 13, 2016.

ADTRAN, Inc.

(Registrant)

By: /s/ Roger D. Shannon
Roger D. Shannon

Senior Vice President of Finance,

Chief Financial Officer,

Corporate Treasurer and Secretary

(Principal Financial Officer)