

AMERICAN VANGUARD CORP  
Form 8-K  
June 15, 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): June 8, 2016**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-13795**  
**Commission**  
  
**File Number**  
**4695 MacArthur Court, Suite 1200**

**95-2588080**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**Newport Beach, California 92660**

**(Address of principal executive offices)**

**Registrant's telephone number: (949) 260-1200**

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

At the 2016 Annual Meeting of Stockholders of American Vanguard Corporation held on June 8, 2016, four matters were voted upon by shareholders, namely: (i) the election of eight directors until their successors are elected and qualified (ii) ratification of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2016, (iii) an advisory vote approving the overall executive compensation policies and procedures of the Company as set forth in the 2016 proxy, and (iv) the extension of the term of the issuer's equity incentive plan for a period of three years, that is, through June 8, 2019.

With respect to the first proposal in the proxy, the following eight nominees received more votes FOR than votes AGAINST, and, as a result, were elected to serve as directors for the ensuing year:

| Nominee            | Votes For  | Votes Against | Votes Abstain |
|--------------------|------------|---------------|---------------|
| Scott D. Baskin    | 23,429,193 | 60,740        | 10,299        |
| Lawrence S. Clark  | 23,187,942 | 301,891       | 10,399        |
| Debra F. Edwards   | 23,420,579 | 69,295        | 10,358        |
| Morton D. Erlich   | 23,421,650 | 68,283        | 10,299        |
| Alfred F. Ingulli  | 23,410,300 | 79,324        | 10,608        |
| John L. Killmer    | 23,411,351 | 78,481        | 10,400        |
| Eric G. Wintemute  | 23,110,241 | 379,531       | 10,460        |
| Esmail Zirakparvar | 23,406,299 | 82,275        | 11,658        |

With respect to all director nominees, broker non-votes equaled 2,744,504.

With respect to Proposals Two (appointment of BDO), Three (advisory approval of executive compensation) and Four (extension of the term of the equity incentive plan), all measures received the affirmative vote of a majority of the shares cast at the meeting; more specifically, the shares were voted as follows:

| Proposal | Votes For  | Votes Against | Votes Abstain | Broker Non-Vote |
|----------|------------|---------------|---------------|-----------------|
| Two      | 26,046,395 | 167,837       | 30,502        | 0               |
| Three    | 21,134,993 | 367,153       | 1,998,086     | 2,744,504       |
| Four     | 21,213,290 | 291,901       | 1,995,041     | 2,744,504       |

**Item 8.01 Other Events**

On June 13, 2016, American Vanguard Corporation issued a press release announcing that its board of directors had declared a cash dividend of \$0.01 for shareholders of record as of June 30, 2016 with a distribution date of July 12, 2016. The complete text of that release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press release dated June 13, 2016 of American Vanguard Corporation regarding the declaration of a cash dividend.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, American Vanguard Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN VANGUARD CORPORATION

Date: June 14, 2016

By: /s/ Timothy J. Donnelly  
Timothy J. Donnelly  
Chief Administrative Officer, General Counsel &  
Secretary

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Exhibit 99.1       | Press release of American Vanguard Corporation dated June 13, 2016 regarding the declaration of a cash dividend. |