

EAGLE MATERIALS INC
Form 8-K
August 08, 2013

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): August 7, 2013

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12984
(Commission

File Number)

75-2520779
(IRS Employer
Identification No.)

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3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas
(Address of principal executive offices)

75219
(Zip code)

Registrant's telephone number including area code: (214) 432-2000

Not Applicable

(Former name or former address if changed from 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:

- ☐ 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.

The Company held its Annual Meeting of Stockholders on August 7, 2013. At the Annual Meeting, Robert L. Clarke, Martin M. Ellen and Steven R. Rowley were elected to the Board of Directors by the holders of the Company's Common Stock, par value \$0.01 per share, to serve until the 2016 Annual Meeting of Stockholders. The Company's stockholders also approved the Company's Amended and Restated Incentive Plan, an advisory resolution regarding the compensation of the Company's named executive officers, as well as the expected appointment by the Company's Board of Directors of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending March 31, 2014. Voting results for the director nominees and the other proposal are summarized below:

Election of Class I Directors

Director Nominee	Number of Shares of Common Stock			Broker Non-Votes
	For	Against	Abstain	
Robert L. Clarke	41,761,370	1,101,869	223,091	3,225,331
Martin M. Ellen	42,733,567	129,669	223,094	3,225,331
Steven R. Rowley	41,881,948	980,654	223,728	3,225,331

Laurence E. Hirsch, Michael R. Nicolais and Richard R. Stewart continue to serve as directors with a term expiring in 2014. F. William Barnett, Ed H. Bowman and David W. Quinn continue to serve as directors with a term expiring in 2015.

Approval of an advisory resolution regarding the compensation of the Company's named executive officers

Number of Shares of Common Stock			Broker Non-Votes
For	Against	Abstain	
41,720,405	845,235	520,690	3,225,331

Approval of Amended and Restated Incentive Plan

Number of Shares of Common Stock			Broker Non-Votes
For	Against	Abstain	
33,280,229	9,412,492	393,609	3,225,331

Approval of Ernst & Young LLP as the Independent Auditors

Number of Shares of Common Stock			Broker Non-Votes
For	Against	Abstain	
45,774,160	483,260	54,241	0

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.

EAGLE MATERIALS INC.

By: /s/ James H. Graass

James H. Graass

Executive Vice President, General Counsel and
Secretary

Date: August 8, 2013