

BADGER METER INC  
Form 8-K  
April 30, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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Date of Report  
(Date of earliest  
event reported): April 25, 2014

Badger Meter, Inc.  
(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other  
jurisdiction of  
incorporation)

1-6706  
(Commission File  
Number)

39-0143280  
(IRS Employer  
Identification No.)

4545 W. Brown Deer Rd., Milwaukee, Wisconsin 53223  
(Address of principal executive offices, including zip code)

(414) 355-0400  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company's 2014 Annual Meeting of Shareholders was held on April 25, 2014. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

Election of Directors. The shareholders of the Company elected each of the director nominees proposed by the Company's Board of Directors to serve until the 2015 Annual Meeting of Shareholders or until such nominee's successor is duly elected and qualified. The following is a breakdown of the voting results:

| DIRECTOR           | VOTES FOR  | WITHHELD  | NON-VOTES |
|--------------------|------------|-----------|-----------|
| Ronald H. Dix      | 8,399,684  | 3,473,921 | 1,072,967 |
| Thomas J. Fischer  | 11,556,249 | 317,356   | 1,072,967 |
| Gale E. Klappa     | 11,562,778 | 310,827   | 1,072,967 |
| Gail A. Lione      | 11,630,194 | 243,411   | 1,072,967 |
| Richard A. Meeusen | 11,612,530 | 261,075   | 1,072,967 |
| Andrew J. Policano | 11,553,616 | 319,989   | 1,072,967 |
| Steven J. Smith    | 11,557,575 | 316,030   | 1,072,967 |
| Todd J. Teske      | 11,541,562 | 332,043   | 1,072,967 |

Advisory Vote on Executive Compensation. The shareholders of the Company approved, by advisory vote, the compensation of the Company's named executive officers. The following is a breakdown of the voting results:

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 10,927,882 | 654,501       | 291,218     | 1,072,971 |

Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm. The shareholders of the Company ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm. The following is a breakdown of the voting results:

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 12,767,564 | 140,324       | 38,684      | N/A       |

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.

BADGER METER, INC.

Date: April 29, 2014

By: /s/ William R. A. Bergum  
William R. A. Bergum  
Vice President – General Counsel and  
Secretary