

Vulcan Materials CO
Form 8-K
May 16, 2018

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2018

VULCAN MATERIALS COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|-----------------------------------|
| <u>New Jersey</u> | <u>001-33841</u> | <u>20-8579133</u> |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1200 Urban Center Drive

Birmingham, Alabama 35242

(Address of principal executive offices) (zip code)

(205) 298-3000

Registrant's telephone number, including area code:

Not Applicable

(Former name or former address if changed since 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 11, 2018, Vulcan Materials Company (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”) in Birmingham, Alabama. There were 132,348,046 shares of common stock eligible to be voted at the Annual Meeting, and 119,940,150 shares were represented in person or by proxy at the Annual Meeting, which constituted a quorum to conduct business at the Annual Meeting. The following matters, which are described in more detail in the Company’s 2018 definitive proxy statement filed with the Securities and Exchange Commission on March 26, 2018, were approved by the Company’s shareholders at the Annual Meeting. The final voting results are presented below.

Proposal 1: Election of Directors

The individual named below was elected to a one-year term expiring in 2019:

| Director | Shares Voted For | Shares Voted | | Broker Non-Votes |
|-------------------|-------------------------|---------------------|--------------------|-------------------------|
| | | Against | Abstentions | |
| Kathleen L. Quirk | 111,304,511 | 319,601 | 64,143 | 8,251,895 |

Each of the individuals named below was elected to a three-year term expiring in 2021:

| Director | Shares Voted For | Shares Voted | | Broker Non-Votes |
|----------------------|-------------------------|---------------------|--------------------|-------------------------|
| | | Against | Abstentions | |
| Thomas A. Fanning | 110,784,810 | 844,617 | 58,828 | 8,251,895 |
| J. Thomas Hill | 109,277,819 | 2,019,772 | 390,664 | 8,251,895 |
| Cynthia L. Hostetler | 111,199,271 | 431,417 | 57,567 | 8,251,895 |
| Richard T. O’Brien | 110,609,238 | 1,021,169 | 57,848 | 8,251,895 |

Proposal 2: Advisory Vote on Compensation of the Company’s Named Executive Officers (Say on Pay)

The advisory vote on the compensation of the Company’s named executive officers was approved with the following vote:

| Shares Voted For | Shares Voted | | Abstentions | Broker Non-Votes |
|-------------------------|---------------------|---------|--------------------|-------------------------|
| | Against | | | |
| 109,442,169 | 2,096,463 | 149,623 | 8,251,895 | |

Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm

The appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2018 was ratified with the following vote:

| Shares Voted For | Shares Voted | | Abstentions | Broker Non-Votes |
|-------------------------|---------------------|--------|--------------------|-------------------------|
| | Against | | | |
| 118,035,411 | 1,850,316 | 54,423 | 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.

Vulcan Materials Company

Date: May 16, 2018 By: /s/ Jerry F. Perkins Jr.
Name: Jerry F. Perkins Jr.
Title: General Counsel and Secretary