

Houston Wire & Cable CO  
Form 8-K  
November 06, 2018

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

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**Form 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event Reported): November 5, 2018

**HOUSTON WIRE & CABLE COMPANY**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-52046**  
(Commission File Number)

**36-4151663**  
(I.R.S. Employer Identification  
Number)

**10201 North Loop East, Houston, Texas 77029**  
(Address of Principal Executive Offices) (Zip Code)

**(713) 609-2100**  
(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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. [ ]

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of Sandford Rothe to Board of Directors*

On November 5, 2018, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Houston Wire & Cable Company (the “Company”), the Board expanded the size of the Board to seven directors and elected Sandford Rothe as a new director to fill the newly-created vacancy and to serve until the Company’s 2019 annual meeting of stockholders. Mr. Rothe will be a member of the Audit Committee and the Nominating and Corporate Governance Committee of the Board.

In accordance with the Company’s compensation policy for non-employee directors, on November 6, 2018, the Company granted to Mr. Rothe restricted stock units under the Company’s 2017 Stock Plan having a fair market value of \$30,000, based on the price of the Company’s common stock as reported on The Nasdaq Global Market on the date of grant. The restricted stock units will vest on the date of the Company’s 2019 annual meeting of stockholders. The Company and Mr. Rothe also have entered into the Company’s standard Indemnification Agreement for directors.

Mr. Rothe, age 62, is a retired Partner of Deloitte LLP (“Deloitte”). Mr. Rothe joined Deloitte in 1977, became a partner in 1990 and was the managing partner of Deloitte’s Denver, Colorado office from 2002 through June 2018. He is a Certified Public Accountant in Colorado and Oklahoma.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press release dated November 6, 2018, announcing the election of Sandford Rothe to the Board of Directors of Houston Wire &amp; Cable Company.</u>

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**SIGNATURE**

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.

**HOUSTON WIRE & CABLE COMPANY**

Date: November 6, 2018

By: /s/ Christopher M. Micklas  
Christopher M. Micklas  
Chief Financial Officer