

KEY TRONIC CORP  
Form 8-K  
October 24, 2014

EFFECTIVE OCTOBER 23, 2014  
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) October 23, 2014

Key Tronic Corporation  
(Exact name of registrant as specified in its charter)

Washington (State or other jurisdiction of incorporation)	0-11559 (Commission File Number)	91-0849125 (IRS Employer Identification No.)
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4424 North Sullivan Road, Spokane Valley, Washington (Address of principal executive offices)	99216 (Zip Code)
Registrant's telephone number, including area code (509) 928-8000 (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 provision (see General Instruction A.2. below):

- .. 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))
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## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Shareholders was held on October 23, 2014 at which shareholders voted on proposals as follows:

	Votes For	Votes Against or Withheld	Votes Abstained	Broker Non-Votes
Proposal 1: Election of Directors:				
James R. Bean	5,916,006	1,162,436	—	2,989,788
Craig D. Gates	6,927,289	151,153	—	2,989,788
Ronald F. Klawitter	6,463,707	614,735	—	2,989,788
Yacov A. Shamash	6,960,278	118,164	—	2,989,788
Patrick Sweeney	6,959,174	119,268	—	2,989,788
Proposal 2: Vote to Approve the Amended and Restated 2010 Incentive Plan	6,838,898	207,263	32,281	2,989,788
Proposal 3: Advisory vote to approve the compensation of the Company's named executive officers as disclosed in "Compensation Discussion and Analysis" and "Executive Compensation" in the Proxy Statement.	6,888,080	129,932	60,430	2,989,788
Proposal 4: Ratification of Appointment of BDO USA, LLP as independent auditors for fiscal year 2015.	Votes For 9,891,057	Votes Against or Withheld 128,633	Votes Abstained 48,540	

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**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.

**KEY TRONIC CORPORATION**  
(Registrant)

Date: October 23, 2014

By: /s/ Ronald F. Klawitter  
Ronald F. Klawitter, Executive Vice President  
of Administration, CFO and Treasurer