

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