

HUBBELL INC
Form 8-K
May 09, 2016

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):

May 3, 2016

Hubbell Incorporated

(Exact name of registrant as specified in its charter)

Connecticut

1-2958

06-0397030

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

40 Waterview Drive, Shelton, Connecticut

06484

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

475 882 4000

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))

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

At the 2016 Annual Meeting of Shareholders of Hubbell Incorporated (the Company) held on May 3, 2016 (the Annual Meeting), the shareholders of the Company approved the amendment and restatement of the Company's Senior Executive Incentive Compensation Plan (the Restated Plan) that (i) preserves the Company's ability to deduct compensation associated with future awards made under the Restated Plan under Section 162(m) of the Internal Revenue Code, (ii) updates the list of performance criteria which may be used to determine incentive payments under the Restated Plan to be more consistent with the performance criteria set forth in our 2005 Incentive Award Plan (as amended and restated), (iii) adopts new provisions to reflect corporate governance best practices, and (iv) extends the term of the Restated Plan until 2021. The Board of Directors approved the Restated Plan on February 11, 2016, subject to shareholder approval at the Annual Meeting. A more extensive discussion of the Restated Plan is contained in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 16, 2016 in connection with the Annual Meeting (the Proxy Statement). The foregoing description of the Restated Plan contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the full text of the Restated Plan which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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

The following are the voting results on the three proposals considered and voted upon at the Annual Meeting, all of which were described in the Proxy Statement.

PROPOSAL 1 Election of directors to serve until the annual meeting of shareholders of the Company in 2017 and until their respective successors have been duly elected and qualified:

| NOMINEE | AFFIRMATIVE VOTES | WITHHELD VOTES | BROKER NON-VOTES |
|-------------------|-------------------|----------------|------------------|
| Carlos M. Cardoso | 46,782,395 | 640,281 | 4,258,290 |
| Anthony J. Guzzi | 46,454,634 | 968,042 | 4,258,290 |
| Neal J. Keating | 46,470,741 | 951,935 | 4,258,290 |
| John F. Malloy | 46,638,482 | 784,194 | 4,258,290 |
| Judith F. Marks | 46,948,004 | 474,672 | 4,258,290 |
| David G. Nord | 45,984,160 | 1,438,516 | 4,258,290 |
| John G. Russell | 46,034,930 | 1,387,746 | 4,258,290 |
| Steven R. Shawley | 46,926,695 | 495,981 | 4,258,290 |
| Richard J. Swift | 40,319,847 | 7,102,829 | 4,258,290 |

PROPOSAL 2 The ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year 2016:

| AFFIRMATIVE VOTES | NEGATIVE VOTES | ABSTAINED VOTES | BROKER NON-VOTES |
|-------------------|----------------|-----------------|---------------------|
| 51,427,090 | 231,066 | 22,810 | |

PROPOSAL 3 Approval of the Company's Senior Executive Incentive Compensation Plan.

| AFFIRMATIVE VOTES | NEGATIVE VOTES | ABSTAINED VOTES | BROKER NON-VOTES |
|-------------------|----------------|-----------------|------------------|
| 46,120,581 | 1,098,255 | 203,840 | 4,258,290 |

Pursuant to the foregoing votes, the nine nominees listed above were elected to serve on the Company's Board of Directors, and Proposals 2 and 3 were approved.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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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.

Hubbell Incorporated

May 6, 2016

By: */s/ Megan C. Preneta*

Name: Megan C. Preneta

Title: Corporate Secretary and Associate General Counsel

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Exhibit Index

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Hubbell Incorporated Senior Executive Incentive Compensation Plan, as Amended and Restated |