

THOR INDUSTRIES INC  
Form 8-K  
December 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): December 9, 2016

**Thor Industries, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**1-9235**

**93-0768752**

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(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

**601 East Beardsley Avenue,**

**46514-3305**

**Elkhart, Indiana**

(Zip Code)

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(574) 970-7460**

N/A

(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))

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

Thor Industries, Inc. (the “Company”) held its 2016 annual meeting of shareholders (the “Annual Meeting”) on December 9, 2016. At the Annual Meeting, there were 47,566,005 shares of common stock of the Company present in person or by proxy and entitled to vote. The Company’s shareholders were asked to vote on four proposals: (1) the election of three directors, (2) the ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2017, (3) the approval, on an advisory basis, of the compensation of the Company’s named executive officers, and (4) the approval of the Thor Industries, Inc. 2016 Equity and Incentive Plan.

*Proposal #1 – Election of Directors.* The shareholders elected three nominees, Peter B. Orthwein, James L. Ziemer, and Robert W. Martin, as Class B directors to hold office until the 2019 annual meeting of shareholders and until their respective successors are duly elected and qualified by the following vote:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Peter B. Orthwein	42,461,084	1,664,246	3,440,675
James L. Ziemer	43,796,612	328,718	3,440,675
Robert W. Martin	43,652,812	472,518	3,440,675

The Class A directors are Jan H. Suwinski, J. Allen Kosowsky, and Wilson Jones; their terms expire at the 2017 annual meeting of shareholders. The Class C Directors are Andrew Graves and Alan Siegel; their terms expire at the 2018 annual meeting of shareholders.

*Proposal #2 – Ratification of Deloitte & Touche LLP.* The shareholders approved the ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2017 by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
46,705,759	843,175	17,071	0

*Proposal #3 – Advisory Vote to Approve Compensation of Named Executive Officers.* The shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
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42,616,835 1,379,210 129,285 3,440,675

*Proposal #4 – Approval of the Thor Industries, Inc. 2016 Equity and Incentive Plan.* The shareholders approved the Thor Industries, Inc. 2016 Equity and Incentive Plan by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
41,494,316	2,581,138	49,876	3,440,675

A copy of the Company’s press release announcing the results of voting is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

Exhibit Number	Description
99.1	Copy of press release, dated December 9, 2016, issued by the Company

**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.

**Thor Industries, Inc.**

Date: December 9, 2016 By: /s/ W. Todd Woelfer

Name: W. Todd Woelfer

Title: Senior Vice President, General Counsel and Secretary