

AMERICAN WOODMARK CORP

Form 8-K

August 28, 2018

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 23, 2018

American Woodmark Corporation  
(Exact name of registrant as specified in its charter)

Virginia 000-14798 54-1138147  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

561 Shady Elm Road, Winchester, Virginia 22602  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (540) 665-9100

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 (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))

---

American Woodmark Corporation

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Annual Meeting of Shareholders of American Woodmark Corporation held on August 23, 2018, the holders of 15,324,683 of the 17,546,622 shares of the Company's common stock outstanding voted on one or more matters either in person at the meeting or by duly executed and delivered proxies. The shareholders approved the three items outlined in the Company's Proxy Statement that was sent to shareholders and filed with the SEC in accordance with Regulation 14A under the Securities Exchange Act of 1934, as amended.

The following items were approved at the Company's Annual Meeting:

	Votes "FOR"	Votes "WITHHELD"	Broker "NON-VOTES"	
1. Election of the Board of Directors:				
Andrew B. Cogan	12,098,630	1,260,317	1,965,736	
James G. Davis, Jr.	12,898,997	459,950	1,965,736	
S. Cary Dunston	12,766,868	592,079	1,965,736	
Martha M. Hayes	13,101,737	257,210	1,965,736	
Daniel T. Hendrix	12,979,242	379,705	1,965,736	
Carol B. Moerdyk	13,102,565	256,382	1,965,736	
David W. Moon	13,233,205	125,742	1,965,736	
Vance W. Tang	13,223,592	135,355	1,965,736	
	Votes "FOR"	Votes "AGAINST"	Votes "ABSTAINED"	Broker "NON-VOTES"
2. Ratification of Selection of Independent Registered Public Accounting Firm				
	14,462,072	834,667	27,944	—
3. Advisory Vote to Approve Executive Compensation				
	12,978,596	209,697	170,654	1,965,736

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 thereunto duly authorized.

AMERICAN WOODMARK CORPORATION  
(Registrant)

/s/ M. SCOTT CULBRETH

M. Scott Culbreth  
Senior Vice President and Chief Financial Officer

Date: August 28, 2018  
Signing on behalf of the registrant and as principal  
financial officer

/s/ S. CARY DUNSTON

S. Cary Dunston  
Chairman & Chief Executive Officer

Date: August 28, 2018  
Signing on behalf of the registrant and as principal  
executive officer