

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP
Form 8-K
May 17, 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): May 17, 2018 (May 15, 2018)

WESTINGHOUSE AIR BRAKE
TECHNOLOGIES CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other Jurisdiction

of Incorporation)

033-90866
(Commission

File No.)

25-1615902
(I.R.S. Employer

Identification No.)

1001 Air Brake Avenue

Wilmerding, Pennsylvania
(Address of Principal Executive Offices)

15148
(Zip Code)

(412) 825-1000

(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 15, 2018, the Board of Directors (the Board) of Westinghouse Air Brake Technologies Corporation (the Company) announced the retirement of Board member Nickolas W. Vande Steeg. The information required by Item 5.02(b) is incorporated by reference herein from the Company's Proxy Statement for the Annual Meeting of Stockholders, dated April 5, 2018.

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

At the Annual Meeting of Stockholders of the Company on May 15, 2018, management proposals 1, 2, and 3 were approved. The proposals below are described in detail in the Company's Proxy Statement for the Annual Meeting of Stockholders, dated April 5, 2018.

The final results are as follows:

1. The election of four directors for a three-year term expiring in 2021:

| Name of Director | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------------|-----------------------|-------------------------|
| Erwan Faiveley | 73,723,166.2 | 6,223,304 | 5,083,176 |
| Linda S. Harty | 79,675,452.2 | 271,018 | 5,083,176 |
| Brian P. Hehir | 77,690,809.2 | 2,255,661 | 5,083,176 |
| Michael W.D. Howell | 74,326,800.2 | 5,619,670 | 5,083,176 |

Continuing as directors, with terms expiring in 2020, are Philippe Alfroid, Raymond T. Betler, Emilio A. Fernandez and Lee B. Foster.

Continuing as directors, with terms expiring in 2019, are Robert J. Brooks, William E. Kassling, Albert J. Neupaver and Stephane Rambaud-Measson.

2. The approval of an advisory (non-binding) resolution relating to 2017 named executive officers compensation:

| For | Against | Abstained | Broker Non-Votes |
|--------------|----------------|------------------|-------------------------|
| 74,798,399.2 | 3,845,328 | 1,302,743 | 5,083,176 |

3. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal year 2018.

| For | Against | Abstained | Broker Non-Votes |
|--------------|----------------|------------------|-------------------------|
| 83,814,229.2 | 1,130,965 | 84,452 | 0 |

Reference is made to the press release filed as Exhibit 99.1 to this Form 8-K, which is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit.

The following exhibit is furnished with this report on Form 8-K:

Exhibit

| No. | Description |
|------|---|
| 99.1 | <u>Press release dated May 15, 2018</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTINGHOUSE AIR BRAKE

TECHNOLOGIES CORPORATION

By: /s/ Patrick D. Dugan

Patrick D. Dugan

Executive Vice President and Chief

Financial Officer

Date: May 17, 2018