

LYDALL INC /DE/
Form 8-K
May 01, 2014

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): April 25, 2014

LYDALL, INC.

(Exact name of registrant as specified in its charter)

Commission file number: 1-7665

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

06-0865505

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

One Colonial Road, Manchester, Connecticut
(Address of principal executive offices)

06042
(zip code)

Registrant's telephone number, including area code: (860) 646-1233

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.

At the annual meeting of stockholders of Lydall, Inc. (the “Company”) held on April 25, 2014, stockholders voted on three proposals presented to them for consideration:

1. Election of Nominees to the Board of Directors

The following nominees were elected to the Company’s Board of Directors to serve until the next annual meeting to be held in 2015 and until their successors are duly elected and qualified. The results of the voting were as follows:

| Director | For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------------|-------------------------|
| Dale G. Barnhart | 14,012,721 | 283,454 | 1,144,852 |
| Kathleen Burdett | 14,046,719 | 249,456 | 1,144,852 |
| W. Leslie Duffy | 13,950,661 | 345,514 | 1,144,852 |
| Matthew T. Farrell | 14,045,893 | 250,282 | 1,144,852 |
| Marc T. Giles | 14,044,369 | 251,806 | 1,144,852 |
| William D. Gurley | 14,045,869 | 250,306 | 1,144,852 |
| Suzanne Hammett | 14,009,807 | 286,368 | 1,144,852 |
| S. Carl Soderstrom, Jr. | 14,024,106 | 272,069 | 1,144,852 |

2. Advisory Vote on Executive Compensation

Stockholders approved, on an advisory basis, the executive compensation of the Company’s named executive officers. The results of the voting were as follows:

| | |
|------------------|------------|
| For | 13,874,040 |
| Against | 36,801 |
| Abstain | 385,334 |
| Broker Non-Votes | 1,144,852 |

3. Ratification of Appointment of Independent Auditors

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Stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2014. The results of the voting were as follows:

For 15,325,224
Against 114,961
Abstain 842

SIGNATURE

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.

LYDALL, INC.

May
1, By: /s/ Chad A. McDaniel
2014

Chad A. McDaniel

Vice President, General Counsel and Secretary