

Great Lakes Dredge & Dock CORP  
Form 8-K  
May 14, 2012

**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 9, 2012

**Great Lakes Dredge & Dock Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation or Organization)

**001-33225**  
(Commission  
File Number)

**20-5336063**  
(I.R.S. Employer  
Identification No.)

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**2122 York Road**

**Oak Brook, Illinois 60523**

**(Address of Principal Executive Offices)**

**(630) 574-3000**

**(Registrant's telephone number, including area code)**

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.**

The Company held its 2012 Annual Meeting of Shareholders on May 9, 2012. In connection with the meeting, proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. Matters voted upon were (1) the election of three directors; (2) the ratification of the Board of Directors' selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2012; (3) the advisory vote on executive compensation and (4) the approval of the performance criteria for awards under the 2007 Long Term Incentive Plan, as amended and restated (the "2007 LTIP"). A total of 55,141,157 votes were cast. The results with respect to each matter are set out below:

a) In an uncontested election, each of the three nominees of the Board of Directors were elected for a three-year term expiring on the date of the annual meeting in 2015. The votes were as follows:

| Director Nominee  | For        | Withheld  | Broker non-votes |
|-------------------|------------|-----------|------------------|
| Bruce J. Biemeck  | 38,268,487 | 9,181,491 | 7,691,179        |
| Stephen H. Bittel | 46,124,646 | 1,325,332 | 7,691,179        |
| Jason G. Weiss    | 41,914,243 | 5,535,735 | 7,691,179        |

b) The ratification of the Board of Directors' selection of Deloitte & Touche LLP as the Company's independent registered accounting firm for the fiscal year ending December 31, 2012 was approved with the following vote:

|         | Number of Votes |
|---------|-----------------|
| For     | 53,259,590      |
| Against | 1,849,655       |
| Abstain | 31,912          |

c) The advisory vote on executive compensation was approved with the following vote:

|                  | Number of Votes |
|------------------|-----------------|
| For              | 46,211,544      |
| Against          | 704,968         |
| Abstain          | 533,466         |
| Broker non-votes | 7,691,179       |

d) The performance criteria for awards under the 2007 LTIP was approved with the following vote:

|                  | Number of Votes |
|------------------|-----------------|
| For              | 44,655,047      |
| Against          | 2,661,561       |
| Abstain          | 133,370         |
| Broker non-votes | 7,691,179       |

**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 hereunto duly authorized.

Date: May 14, 2012

GREAT LAKES DREDGE & DOCK CORPORATION

/s/ Bruce J Biemeck  
Bruce J Biemeck  
President  
and Chief Financial Officer