

EAGLE MATERIALS INC
Form 8-K
August 05, 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):

August 3, 2016

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-12984
(Commission

File Number)

75-2520779
(IRS Employer

Identification No.)

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas
(Address of principal executive offices)

75219
(Zip code)

Registrant's telephone number including area code: (214) 432-2000

Not Applicable

(Former name or former address if changed from 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Information responsive to Item 5.02(b):

On August 3, 2016, Eagle Materials Inc. (Company) received resignation letters from Robert L. Clarke and David W. Quinn, each of whose service as a director was scheduled to expire at the Annual Meeting of Stockholders of the Company held on August 4, 2016 in accordance with the Company's director retirement policy. Their resignation was effective upon the certification of the results of the election of directors at the Annual Meeting.

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

The Company held its Annual Meeting of Stockholders on August 4, 2016. At the Annual Meeting, Martin M. Ellen and David B. Powers were elected to the Board of Directors by the holders of the Company's Common Stock, par value \$0.01 per share, to serve until the 2019 Annual Meeting of Stockholders. The Company's stockholders also approved an advisory resolution regarding the compensation of the Company's named executive officers, as well as the expected appointment by the Company's Board of Directors of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending March 31, 2017. Voting results for the director nominees and the other proposals are summarized below:

Election of Class I Directors

| Director Nominee | Number of Shares of Common Stock | | | |
|------------------|----------------------------------|---------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Martin M. Ellen | 44,674,740 | 249,818 | 80,868 | 1,492,611 |
| David B. Powers | 44,638,117 | 286,918 | 80,391 | 1,492,611 |

Laurence E. Hirsch, Michael R. Nicolais and Richard R. Stewart continue to serve as directors with a term expiring in 2017. F. William Barnett, Ed H. Bowman and Richard Beckwitt continue to serve as directors with a term expiring in 2018.

Approval of an advisory resolution regarding the compensation of the Company's named executive officers

| Number of Shares of Common Stock | | | | Broker Non - |
|----------------------------------|------------|---------|-----------|--------------|
| For | Against | Abstain | Votes | |
| 27,782,968 | 17,129,552 | 92,906 | 1,492,611 | |

Approval of Ernst & Young LLP as the Independent Auditors

| Number of Shares of Common Stock | | | | Broker Non - |
|----------------------------------|---------|---------|-------|--------------|
| For | Against | Abstain | Votes | |
| 46,149,632 | 261,770 | 86,635 | 0 | |

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.

EAGLE MATERIALS INC.

By: /s/ James H. Graass
James H. Graass

Executive Vice President, General
Counsel and Secretary

Date: August 5, 2016