

CALGON CARBON Corp

Form 8-K

May 08, 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)

May 7, 2014

CALGON CARBON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware                      1-10776              25-0530110

(State or other jurisdiction    (Commission    (IRS Employer

of incorporation)              File Number)    Identification No.)

P.O. Box 717, Pittsburgh, PA 15230-0717    15230-0717

(Address of principal executive offices)    (Zip Code)

Registrant's telephone number, including area code (412) 787-6700

(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))



**Item 2.02 Results of Operations and Financial Condition**

On May 8, 2014, Calgon Carbon Corporation issued a Press Release announcing its results for the first fiscal quarter ended March 31, 2014 and certain other information that is furnished as Exhibit 99.1 hereto.

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

On May 7, 2014, the Company held its 2014 Annual Meeting of Stockholders (the "Annual Meeting"). A total of 53,747,397 shares of the Company's common stock were entitled to vote as of March 13, 2014, the record date for the Annual Meeting. There were 48,015,436 shares present in person or by proxy at the Annual Meeting, at which the stockholders were asked to vote on four proposals. Set forth below are the matters acted upon by the stockholders of the Company at the Annual Meeting, and the final voting results of each such proposal.

**Proposal 1 – Election of Directors**

The stockholders elected three Directors. The results of the vote were as follows:

| <b>Director</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------|-----------------|-------------------------|
|-----------------|------------|-----------------|-------------------------|

|                   |            |           |           |
|-------------------|------------|-----------|-----------|
| Randall S. Dearth | 41,897,805 | 2,908,158 | 3,209,473 |
|-------------------|------------|-----------|-----------|

(Class of 2017)

|              |            |           |           |
|--------------|------------|-----------|-----------|
| John J. Paro | 43,146,644 | 1,659,319 | 3,209,473 |
|--------------|------------|-----------|-----------|

(Class of 2017)

|                   |            |           |           |
|-------------------|------------|-----------|-----------|
| Timothy G. Rupert | 42,539,354 | 2,266,609 | 3,209,473 |
|-------------------|------------|-----------|-----------|

(Class of 2017)

**Proposal 2 – Ratification of Appointment of the Independent Registered Public Accounting Firm for 2014**

The stockholders voted to ratify the selection of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2014. The results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|------------|----------------|------------------|------------------------|
|------------|----------------|------------------|------------------------|

|            |         |         |   |
|------------|---------|---------|---|
| 47,504,519 | 363,188 | 147,729 | 0 |
|------------|---------|---------|---|

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**Proposal 3 – Advisory Vote on Executive Compensation**

The stockholders voted to approve, on an advisory basis, the compensation of our named executive officers. The results of the vote were as follows:

**For            Against   Abstained   Broker Non-Vote**

44,001,163   752,920   51,877       3,209,476

**Proposal 4 – Approval of the Amended and Restated Calgon Carbon Corporation 2008 Equity Incentive Plan**

The stockholders voted to approve Amended and Restated Calgon Carbon Corporation 2008 Equity Incentive Plan. The results of the vote were as follows:

**For            Against   Abstained   Broker Non-Vote**

41,111,078   3,653,852   41,032       3,209,474

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following Exhibit 99.1 is being furnished pursuant to Item 601 of Regulation S-K and General Instruction B2 to this Form 8-K:

| <u>Exhibit No.</u> | Description                     |
|--------------------|---------------------------------|
| 99.1               | Press Release dated May 8, 2014 |

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**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.

CALGON CARBON CORPORATION

(Registrant)

Date: May 8, 2014 /s/ Richard D. Rose

(Signature)

Richard D. Rose

Senior Vice President, General Counsel and Secretary