

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 8-K

May 23, 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 22, 2014**

GLOBAL BRASS AND COPPER HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

475 N. Martingale Road Suite 1050

001-35938
(Commission File Number)

06-1826563
(IRS Employer Identification
Number)

60173

Schaumburg, IL
(Address of principal executive
offices)

(Zip Code)

(847) 240-4700

(Registrant's telephone number, including area code)

N/A

(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:

- 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))

Section 5 Corporate Governance and Management

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

On May 22, 2014, Global Brass and Copper Holdings, Inc. (the Company) held its annual meeting of stockholders. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders:

| | Shares Voted For | Shares Withheld | Broker Non-Votes |
|------------------------------|------------------|-----------------|------------------|
| Election of directors | | | |
| Martin E. Welch, III | 15,098,995 | 1,614,229 | 1,924,933 |
| Ronald C. Whitaker | 15,098,995 | 1,614,229 | 1,924,933 |

| | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|--|------------------|----------------------|---------------|--------------------|
| Ratification of appointment of independent registered public accounting firm | 17,161,139 | 1,471,942 | 5,076 | |
| Advisory approval of the Company's executive compensation | 14,792,115 | 1,630,382 | 290,727 | 1,924,933 |
| | 1 YEAR | 2 YEAR | 3 YEAR | Abstentions |
| Advisory approval of the frequency of future advisory votes on executive compensation | 15,433,548 | 61,730 | 1,105,291 | 112,655 |

Consistent with the prior recommendation of the Board of Directors of the Company and the advisory stockholder vote on the desired frequency of future advisory votes on executive compensation, the Company will include the advisory vote on executive compensation annually in its proxy materials until the next required vote on the frequency of such vote.

Section 8 Other Events

Item 8.01 Other Events.

On May 23, 2014, the Company announced that its Board of Directors declared a quarterly cash dividend of \$0.0375 per share on the Company's common stock for the first quarter of 2014 that will be paid on June 13, 2014, to shareholders of record on the close of business on June 3, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

| Exhibit Number | Exhibit Description |
|---------------------------|-----------------------------------|
| 99.1 | Press release, dated May 23, 2014 |

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 thereunto duly authorized.

GLOBAL BRASS AND COPPER HOLDINGS, INC.

Date: May 23, 2014

By: /s/ Scott B. Hamilton

Name: Scott B. Hamilton

Title: General Counsel and Secretary

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|---------------------------|-----------------------------------|
| 99.1 | Press release, dated May 23, 2014 |