

ALLEGHENY TECHNOLOGIES INC
Form 8-K/A
May 21, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

(Amendment No. 1)

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 21, 2015 (May 1, 2015)

Allegheny Technologies Incorporated

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|---|
| Delaware (State or other jurisdiction | 1-12001 (Commission | 25-1792394 (IRS Employer |
| of incorporation) | File Number) | Identification No.) |

| | |
|--|--|
| 1000 Six PPG Place, Pittsburgh, Pennsylvania (Address of principal executive offices) | 15222-5479 (Zip Code) |
| Registrant's telephone number, including area code <u>(412) 394-2800</u> | |

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)

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- .. 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))

Explanatory Note

Allegheny Technologies Incorporated (the Company) is filing this Amendment No. 1 to its Current Report on Form 8-K filed with the Securities and Exchange Commission on May 7, 2015 (the Original Report) in order to report the final voting results for the Company's 2015 Annual Meeting of Stockholders. The final voting results do not differ from the preliminary voting results set forth in the Original Report.

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

On May 1, 2015, Allegheny Technologies Incorporated (the Company) held its 2015 Annual Meeting of Stockholders (the 2015 Annual Meeting). Final voting results for each matter submitted to a vote of the Company's stockholders at the 2015 Annual Meeting are provided below.

1. Election of four directors:

| NAME | FOR | WITHHELD | BROKER NON-VOTES |
|--------------------|------------|------------|---------------------|
| Diane C. Creel | 81,015,939 | 5,260,491 | 10,096,709 |
| David J. Morehouse | 81,696,688 | 4,579,742 | 10,096,709 |
| John R. Pipski | 84,583,281 | 1,693,149 | 10,096,709 |
| James E. Rohr | 71,019,821 | 15,256,609 | 10,096,709 |

2. Approval of the Company's 2015 Incentive Plan:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|-----------|-------------|---------------------|
| 81,686,407 | 4,196,094 | 395,958 | 10,096,709 |

3. Advisory vote to approve the compensation of the Company's named executive officers:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|------------|-------------|---------------------|
| 42,286,076 | 42,272,589 | 1,157,683 | 10,096,709 |

4. Ratification of the selection of Ernst & Young LLP as the Company's independent auditors for 2015:

| FOR | AGAINST | ABSTENTIONS |
|------------|-----------|-------------|
| 92,615,437 | 3,398,105 | 361,449 |

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.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: */s/ Elliot S. Davis*

Elliot S. Davis

Senior Vice President, General Counsel,

Chief Compliance Officer and Corporate Secretary

Dated: May 21, 2015