

DYCOM INDUSTRIES INC
Form 8-K
November 23, 2011

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): November 22, 2011

DYCOM INDUSTRIES, INC.
(Exact name of Registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

001-10613
(Commission file number)

59-1277135
(I.R.S. employer
identification no.)

11770 U.S. Highway One, Suite 101
Palm Beach Gardens, Florida 33408
(Address of principal executive offices) (Zip Code)
(561) 627-7171

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

Dycom Industries, Inc. (the “Company”) held its Annual Meeting of Shareholders on November 22, 2011. The voting results for the matters submitted to a vote, which are described in detail in the Company’s proxy statement filed with the Securities and Exchange Commission on October 12, 2011, are set forth below.

Proposal 1. Election of directors to serve until the Company’s fiscal 2014 Annual Meeting of Shareholders:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|----------------|------------|----------------|------------------|
| Charles B. Coe | 25,397,043 | 884,860 | 4,364,388 |
| Dwight B. Duke | 25,987,546 | 294,357 | 4,364,388 |

Proposal 2. Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent auditor for fiscal 2012:

| For | Against | Abstain |
|------------|---------|---------|
| 30,471,243 | 168,374 | 6,674 |

Proposal 3. Non-binding advisory vote on the compensation of the Company’s named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 22,161,093 | 3,643,063 | 477,747 | 4,364,388 |

Proposal 4. Frequency of future non-binding shareholder advisory votes on executive compensation:

| One Year | Two Years | Three Years | Abstain |
|------------|-----------|-------------|---------|
| 22,938,189 | 237,436 | 2,628,285 | 477,993 |

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.

Dated: November 22, 2011

DYCOM INDUSTRIES, INC.
(Registrant)

By: /s/ Richard B. Vilsoet
Name: Richard B. Vilsoet
Title: Vice President, General Counsel and
Corporate Secretary

