

MATRIX SERVICE CO  
Form 8-K  
November 03, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) October 31, 2017

---

Matrix Service Company  
(Exact Name of Registrant as Specified in Its Charter)

---

|   |  |  |
|---|--|--|
| DELAWARE<br>(State or Other Jurisdiction<br>of Incorporation) | 001-15461<br>(Commission<br>File Number) | 73-1352174<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                     |
|---|---------------------|
| 5100 E Skelly Dr., Suite 500, Tulsa, OK<br>(Address of Principal Executive Offices) | 74135<br>(Zip Code) |
|---|---------------------|

918-838-8822  
(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE  
(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected to not use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On October 31, 2017, Matrix Service Company (the "Company"), held its 2017 Annual Meeting of Stockholders (the "Annual Meeting"). Set forth below are the matters acted upon by the stockholders at the Annual Meeting, and the final voting results of each such proposal.

Proposal One - Election of Directors

The nominees for election to the Board of Directors were elected to serve for a term expiring at the 2018 annual meeting of stockholders or until their successors shall be duly elected and qualified. The results of the vote were as follows:

| Nominee          | Votes For  | Votes Against | Abstentions | Broker Non Votes |
|------------------|------------|---------------|-------------|------------------|
| Martha Z. Carnes | 21,064,720 | 185,790       | 10,158      | 3,742,223        |
| John D. Chandler | 21,051,643 | 201,425       | 7,600       | 3,742,223        |
| John W. Gibson   | 20,903,050 | 350,017       | 7,601       | 3,742,223        |
| John R. Hewitt   | 21,091,509 | 163,574       | 5,585       | 3,742,223        |
| Tom E. Maxwell   | 20,504,550 | 750,534       | 5,584       | 3,742,223        |
| James H. Miller  | 21,096,468 | 156,599       | 7,601       | 3,742,223        |
| Jim W. Mogg      | 21,061,670 | 191,398       | 7,600       | 3,742,223        |

Proposal Two - Ratification of Selection of Independent Registered Public Accounting Firm

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2018 was approved. The results of the vote were as follows:

|             |            |
|-------------|------------|
| For         | 24,867,408 |
| Against     | 132,906    |
| Abstentions | 2,577      |

Proposal Three - Advisory Vote to Approve Named Executive Officer Compensation

The stockholders voted to approve, on an advisory basis, named executive officer compensation for fiscal 2017. The results were as follows:

|                  |            |
|------------------|------------|
| For              | 20,603,721 |
| Against          | 599,872    |
| Abstentions      | 57,075     |
| Broker non votes | 3,742,223  |

Proposal Four - Approval of One Year for the Frequency for Which Stockholders Will Have an Advisory Vote to Approve the Compensation Paid to Certain Executive Officers

The stockholders voted to approve one year for the frequency for which stockholders will have an advisory vote to approve the compensation paid to certain executive officers. The results were as follows:

|                  |            |
|------------------|------------|
| One year         | 16,786,429 |
| Two years        | 209,978    |
| Three years      | 4,207,933  |
| Abstentions      | 56,328     |
| Broker non votes | 3,742,223  |

---

**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.

Matrix Service Company

Dated: November 3, 2017 By: /s/ Kevin S. Cavanah

Kevin S. Cavanah  
Vice President and Chief Financial Officer