

ENCORE WIRE CORP  
Form 8-K  
May 15, 2017

**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 9, 2017**

**ENCORE WIRE CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**000-20278**  
**(Commission**  
**File Number)**

**75-2274963**  
**(IRS Employer**  
**Identification No.)**

**1329 Millwood Road**  
**McKinney, Texas**  
**(Address of principal executive offices)**

**75069**  
**(Zip Code)**

**Registrant's telephone number, including area code: (972) 562-9473**

**(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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to 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.**

The annual meeting of the stockholders of Encore Wire Corporation, a Delaware corporation (the Company), was held at the Company's corporate offices at 1329 Millwood Road, McKinney, Texas, 75069, at 9:00 a.m., local time, on May 9, 2017.

The board of directors of the Company (the Board) solicited proxies pursuant to Regulation 14A under the Securities Exchange Act of 1934. There was no solicitation in opposition to the Board's nominees for director as listed in the proxy statement, and all of such nominees were duly elected as reported below.

Out of a total of 20,745,531 shares of the Company's common stock outstanding and entitled to vote at the meeting, 19,807,436.00 shares were present in person or by proxy, representing approximately 95.48% of the outstanding shares.

The first matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was the election of directors. The following table presents the number of shares voted for and number of shares withheld from each nominee for director and the number of broker non-votes.

Director Nominee	Number of Votes Received	Number Withheld	Broker Non- Votes
Donald E. Courtney	17,310,943.00	828,329.00	1,668,164.00
Gregory J. Fisher	17,259,128.00	880,144.00	1,668,164.00
Daniel L. Jones	17,635,253.00	504,019.00	1,668,164.00
William R. Thomas III	17,881,990.00	257,282.00	1,668,164.00
Scott D. Weaver	17,806,715.00	332,557.00	1,668,164.00
John H. Wilson	17,390,140.00	749,132.00	1,668,164.00

The second matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was a resolution to approve, in a non-binding advisory vote, the compensation of the Company's named executive officers. The following table presents the number of shares voted for, against, and abstaining from such resolution and the number of broker non-votes.

Number of Shares Voted FOR the Resolution	Number of Shares Voted AGAINST the Resolution	Number of Shares ABSTAINING FROM the Resolution	Broker Non- Votes
17,659,414.00	466,736.00	13,121.00	1,668,165.00

The third matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was a proposal to determine, in a non-binding advisory vote, whether a stockholder vote to approve the compensation of the Company's named executive officers should occur every one, two or three years, also known as a say-on-frequency proposal. The following table presents the number of shares voted for each alternative, the number of shares that abstained from such proposal and the number of broker non-votes.

Number of Shares Voted for 1 YEAR	Number of Shares Voted for 2 YEARS	Number of Shares Voted for 3 YEARS	Number of Shares ABSTAINING	Broker Non-Votes
13,699,639.00	25,744.00	4,396,013.00	17,874.00	1,668,166.00

In light of the stockholders' vote on the third matter, the Company has determined that, until the next stockholder vote on a say-on-frequency proposal, the Company will include a stockholder vote on the compensation of executives in its proxy materials every year.

The fourth matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was a resolution to ratify the appointment of Ernst & Young LLP as the auditor of the Company's financial statements for the year ending December 31, 2017. The following table presents the number of shares voted for, against, and abstaining from such resolution and the number of broker non-votes.

Number of Shares Voted FOR the Resolution	Number of Shares Voted AGAINST the Resolution	Number of Shares ABSTAINING FROM the Resolution	Broker Non-Votes
19,451,311.00	344,198.00	11,927.00	0.00

The fifth matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was a resolution to approve the amendment and restatement of the Encore Wire Corporation 2010 Stock Option Plan. The following table presents the number of shares voted for, against, and abstaining from such resolution and the number of broker non-votes.

Number of Shares Voted FOR the Resolution	Number of Shares Voted AGAINST the Resolution	Number of Shares ABSTAINING FROM the Resolution	Broker Non-Votes
17,705,934.00	417,988.00	15,347.00	1,668,167.00

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENCORE WIRE CORPORATION

Date: May 15, 2017

By: /s/ FRANK J. BILBAN  
Frank J. Bilban, Vice President Finance,  
Chief Financial Officer, Treasurer and Secretary