

BARNES GROUP INC  
Form 8-K  
May 08, 2015

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 8, 2015

BARNES GROUP INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-4801  
(Commission File Number)

06-0247840  
(I.R.S. Employer Identification No.)

123 Main Street, Bristol, Connecticut  
(Address of principal executive offices)

06010  
(Zip Code)

(860) 583-7070  
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:

- 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))

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

Below are the final voting results for each of the proposals submitted to a vote of the stockholders at the 2015 Annual Meeting of Barnes Group Inc. (the "Company") held on May 8, 2015:

(1) Election of directors:

| Director                | For a Term<br>Expiring in | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------------|---------------------------|------------|----------------|------------------|
| Thomas O. Barnes        | 2016                      | 44,990,900 | 884,160        | 3,445,756        |
| Gary G. Benanav         | 2016                      | 43,334,638 | 2,540,422      | 3,445,756        |
| William S. Bristow, Jr. | 2016                      | 45,034,562 | 840,498        | 3,445,756        |
| Patrick J. Dempsey      | 2016                      | 45,234,382 | 640,678        | 3,445,756        |
| Mylle H. Mangum         | 2016                      | 41,360,199 | 4,514,861      | 3,445,756        |
| Hassell H. McClellan    | 2016                      | 45,298,350 | 576,710        | 3,445,756        |
| JoAnna L. Sohovich      | 2016                      | 45,355,148 | 519,912        | 3,445,756        |

(2) Advisory (non-binding) vote to approve the Company's executive compensation:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 36,184,175 | 9,461,952     | 228,933     | 3,445,756        |

(3) Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for 2015:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 47,598,808 | 1,678,062     | 43,946      | 0                |

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.

Dated: May 8, 2015

BARNES GROUP INC.  
(Registrant)

By: /s/ KRISTINE M. MURPHY  
Kristine M. Murphy  
Acting General Counsel and Assistant Secretary