

INSTEEL INDUSTRIES INC

Form 8-K

February 14, 2014

**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): February 12, 2014**

**Commission File Number 1-9929**

**Insteel Industries, Inc.**

(Exact name of registrant as specified in its charter)

**North Carolina**

**56-0674867**

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(State or other jurisdiction of  
incorporation or organization)

**1373 Boggs Drive, Mount Airy, North Carolina**

(Address of principal executive offices)

(I.R.S. Employer Identification No.)

**27030**

(Zip Code)

Registrant's telephone number, including area code: **(336) 786-2141**

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**

Insteel Industries, Inc. (the “Company”) held its 2014 Annual Meeting of Shareholders (the “Annual Meeting”) on February 12, 2014. Set forth below is a brief description of each item submitted to a vote of the shareholders at the Annual Meeting and the final voting results for each item. A more complete description of each item is set forth in the Company’s proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on January 3, 2014.

Item Number One – Election of Directors

Each of the two nominees named in the proxy statement for the Annual Meeting were elected by the shareholders to the Board for three-year terms based on the following vote:

| <b>Nominee</b>     | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker</b>    |
|--------------------|------------------|-----------------------|------------------|
|                    |                  |                       | <b>Non-Votes</b> |
| Gary L. Pechota    | 15,193,563       | 554,366               | 1,065,771        |
| W. Allen Rogers II | 15,195,685       | 552,244               | 1,065,771        |

Item Number Two – Approval of the Material Terms of the Return on Capital Incentive Compensation Plan

The material terms of the Insteel Industries, Inc. Return on Capital Incentive Compensation Plan were approved by the shareholders based on the following vote:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker</b>    |
|------------------|----------------------|--------------------|------------------|
|                  |                      |                    | <b>Non-Votes</b> |
| 14,953,304       | 718,879              | 75,745             | 1,065,772        |

Item Number Three – Advisory Vote on the Compensation of the Company’s Executive Officers

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The compensation of the Company's executive officers was approved, on an advisory basis, by the shareholders based on the following vote:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|----------------------|--------------------|-----------------------------|
| 15,394,110       | 240,481              | 113,335            | 1,065,773                   |

Item Number Four – Ratification of the Appointment of Grant Thornton LLP

The appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the Company's fiscal year 2014 was ratified by the shareholders based on the following vote:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 16,348,620       | 459,700              | 5,379              |

**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.

INSTEEL INDUSTRIES, INC.

Registrant

Date: February 14, 2014 By: /s/ James F. Petelle  
James F. Petelle  
Vice President and Secretary