INSTEEL INDUSTRIES INC
Form 8-K
February 14, 2018
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 13, 2018

Commission File Number 1-9929

Insteel Industries, Inc.

(Exact name of registrant as specified in its charter)

North Carolina	**56-0674867**

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1373 Boggs Drive, Mount Airy, North Carolina	**27030**
(Address of principal executive offices)	(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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

Insteel Industries, Inc. (the "Company") held its 2018 Annual Meeting of Shareholders (the "Annual Meeting") on February 13, 2018. 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 U.S. Securities and Exchange Commission on January 2, 2018.

Item Number One – Election of Directors

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

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Charles B. Newsome	10,408,216	6,816,933	871,313
G. Kennedy Thompson	14,141,719	3,083,429	871,313
H. O. Woltz III	13,031,567	4,193,582	871,313

Mr. Newsome was elected for a one year term ending at the 2019 Annual Meeting of Shareholders, at which time he is expected to retire. Messrs. Thompson and Woltz III were elected to three year terms ending at the 2021 Annual Meeting of Shareholders.

Item Number Two – Advisory Vote on the Compensation of the Company's Executive Officers

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

Votes For	Votes Against	Abstentions	Broker Non-Votes
16,745,415	338,323	141,410	871,313

Item Number Three – 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 ending September 29, 2018 was ratified by the shareholders based on the following vote:

Votes For	Votes Against	Abstentions
17,967,583	122,340	6,538

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, 2018 By:/s/ James F. Petelle
James F. Petelle
Vice President and Secretary