

CECO ENVIRONMENTAL CORP
Form 8-K
June 13, 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 reported): June 12, 2018

CECO Environmental Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-7099
(Commission
File Number)

13-2566064
(IRS Employer
Identification No)

75254

14651 North Dallas Parkway
Dallas, Texas
(Address of Principal Executive Offices) **(Zip Code)**
(Registrant's Telephone Number, Including Area Code): (513) 458-2600

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))
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.

5.07 Submission of Matters to a Vote of Security Holders.

On June 12, 2018, CECO Environmental Corp. (the **Company**) held its 2018 Annual Meeting of Stockholders (the **Annual Meeting**). At the Annual Meeting, stockholders of the Company considered: 1) the election of the eight director nominees named in the proxy statement; 2) an advisory vote to approve the Company's named executive officer compensation; and 3) the ratification of the Company's independent registered public accounting firm for fiscal 2018. The voting results at the Annual Meeting with respect to each of the matters described above were as follows:

1. The eight director nominees named in the proxy statement and standing for election were elected based upon the following votes:

| DIRECTOR NOMINEE | FOR | WITHHELD | BROKER NON-VOTES |
|-------------------------|------------|-----------------|-----------------------------|
| Jason DeZwirek | 21,797,609 | 2,719,958 | 5,715,636 |
| Dennis Sadlowski | 23,575,686 | 941,881 | 5,715,636 |
| Eric M. Goldberg | 24,140,840 | 376,727 | 5,715,636 |
| David B. Liner | 22,748,139 | 1,769,428 | 5,715,636 |
| Claudio A. Mannarino | 24,144,548 | 373,019 | 5,715,636 |
| Jonathan Pollack | 21,569,283 | 2,948,284 | 5,715,636 |
| Munish Nanda | 24,220,542 | 297,025 | 5,715,636 |
| Valerie Gentile Sachs | 23,914,511 | 603,056 | 5,715,636 |

2. The Company's named executive officer compensation was approved on an advisory basis as follows:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 23,990,800 | 481,611 | 45,155 | 5,715,636 |

3. The appointment of BDO USA, LLP as the Company's independent registered public accounting firm for fiscal 2018 was ratified as follows:

| FOR | AGAINST | ABSTAIN |
|------------|----------------|----------------|
| 29,419,166 | 712,497 | 101,539 |

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.

Date: June 13, 2018

CECO Environmental Corp.

By: /s/ Matthew Eckl
Matthew Eckl
Chief Financial Officer