

Mistras Group, Inc.
Form 8-K
May 17, 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): May 15, 2018

Mistras Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware 001- 34481 22-3341267
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

195 Clarksville Road 08550
Princeton Junction, New Jersey (Zip Code)
(Address of principal executive offices)
Registrant's telephone number, including area code: (609) 716-4000

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

The Company held its 2018 annual shareholders meeting on May 15, 2018. Shareholders elected the eight nominees to the Board of Directors for one-year terms, ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018 and approved the Company's executive compensation programs. These were the only matters voted upon at the meeting. The voting results are set forth below.

1. The eight nominees for election to the board of directors were elected based upon the following votes:

| Nominee | Votes For | Withheld | Broker Non-votes |
|-----------------------|------------|-----------|------------------|
| Dennis Bertolotti | 25,236,481 | 331,677 | 864,120 |
| Nicholas DeBenedictis | 24,550,341 | 1,017,817 | 864,120 |
| James Forese | 25,382,713 | 185,445 | 864,120 |
| Richard Glanton | 25,175,625 | 392,533 | 864,120 |
| Michael Lange | 23,849,027 | 1,719,131 | 864,120 |
| Manuel Stamatakis | 24,557,900 | 1,010,258 | 864,120 |
| Sotirios Vahaviolos | 24,897,686 | 670,472 | 864,120 |
| W. Curtis Weldon | 25,175,745 | 392,413 | 864,120 |

2. The appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018 was ratified based upon the following votes:

| | Number of Votes |
|--------------------|-----------------|
| Votes for approval | 26,414,989 |
| Votes against | 17,289 |
| Abstentions | -0- |

There were no broker non-votes for this item.

3. Advisory vote on the Company's executive compensation was approved based upon the following votes:

| | Number of Votes |
|--------------------|-----------------|
| Votes for approval | 25,495,994 |
| Votes against | 70,124 |
| Abstentions | 2,040 |
| Broker Non-votes | 864,120 |

SIGNATURE

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.

MISTRAS GROUP, INC.

Date: May 17, 2018 By: /s/ Michael C. Keefe

Name: Michael C. Keefe

Title: Executive Vice President, General Counsel and Secretary