

BENCHMARK ELECTRONICS INC
Form 8-K
May 17, 2016

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 11, 2016

BENCHMARK ELECTRONICS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Texas | 1-10560 | 74-2211011 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

3000 Technology Drive, Angleton, Texas 77515

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(979) 849-6550**

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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 7, 2016, the Board of Directors of Benchmark Electronics, Inc. (the “*Company*”) approved an amendment to the Company’s Amended and Restated Bylaws to provide for plurality voting in contested director elections. The amendment to the Amended and Restated Bylaws became effective upon the adoption by the shareholders of the Company at the May 11, 2016 Annual Meeting of Shareholders (the “*Annual Meeting*”) of a corresponding amendment to the Company’s Restated Articles of Incorporation (or Restated Certificate of Formation) to provide for plurality voting in contested director elections. A copy of the Restated Certificate of Formation, as so amended, is filed as Exhibit 3.1 to this report, and a copy of the Amended and Restated Bylaws, as so amended, is filed as Exhibit 3.2 to this report.

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

The Annual Meeting was held on May 11, 2016. The voting results for each of the proposals submitted to a vote of shareholders at the Annual Meeting are set forth below as certified by the independent inspector of elections, IVS Associates, Inc. (“*IVS*”).

Amendment of the Company’s Restated Articles of Incorporation to Provide for Plurality Voting in Contested Director Elections

| | | | |
|------------|----------------|----------------|-----------------|
| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Non-Vote</u> |
| 41,077,002 | 971,850 | 212,757 | 533,898 |

Election of Directors

| <u>Name</u> | <u>For</u> | <u>Against</u> | <u>Withheld</u> |
|--|------------|----------------|-----------------|
| David W. Scheible | 41,976,974 | 45,193 | 239,442 |
| Michael R. Dawson | 14,811,653 | 48,799 | 189,274 |
| Gayla J. Delly | 41,975,783 | 45,646 | 240,180 |
| Douglas G. Duncan | 41,973,167 | 47,137 | 241,305 |
| Kenneth T. Lamneck | 41,977,011 | 45,352 | 239,246 |
| Berne D. L. Strom | 13,901,511 | 49,296 | 193,724 |
| Paul J. Tufano | 41,897,466 | 42,771 | 321,372 |
| Clay C. Williams | 15,452,526 | 48,405 | 194,774 |
| Robert K. Gifford (Engaged Capital nominee) | 22,174,820 | - | 5,037,063 |
| Jeffrey S. McCreary (Engaged Capital nominee) | 27,502,217 | - | 614,861 |
| Brendan B. Springstubb (Engaged Capital nominee) | 2,773,462 | - | 23,792,442 |

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In addition, IVS advised the Company that there were 533,898 broker non-votes on the Election of Directors. Based on the results certified by IVS, David W. Scheible, Gayla J. Delly, Douglas G. Duncan, Robert K. Gifford, Kenneth T. Lamneck, Jeffrey S. McCreary, Paul J. Tufano and Clay C. Williams have been elected as Directors and will hold office until the Company's 2017 Annual Meeting of Shareholders and until their respective successors are elected and qualified.

Say on Pay

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Non-Vote</u> |
|------------|----------------|----------------|-----------------|
| 38,344,911 | 3,689,723 | 226,975 | 533,898 |

Ratification of Auditors

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Non-Vote</u> |
|------------|----------------|----------------|-----------------|
| 42,321,984 | 268,666 | 204,857 | - |
| | | 1 | |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1 Restated Certificate of Formation

Exhibit 3.2 Amended and Restated Bylaws

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.

| | |
|--|-----------------------------|
| | BENCHMARK ELECTRONICS, INC. |
|--|-----------------------------|

| | |
|---------------------|-------------------------------|
| Dated: May 17, 2016 | By: <u>/s/ Gayla J. Delly</u> |
| | Gayla J. Delly |
| | Chief Executive Officer |
| | |

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

3.1

Restated Certificate of Formation

3.2

Amended and Restated Bylaws
