

GREENBRIER COMPANIES INC  
Form 8-K  
January 10, 2017

**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) January 5, 2017**

**THE GREENBRIER COMPANIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Commission File No. 1-13146**

**Oregon**  
**(State of Incorporation)**

**93-0816972**  
**(I.R.S. Employer Identification No.)**

**One Centerpointe Drive, Suite 200, Lake Oswego, OR**

**97035**

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(Address of principal executive offices)

(Zip Code)

(503) 684-7000

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

### (e) Compensatory Arrangements of Certain Officers.

#### Award of Discretionary Bonus

Effective January 5, 2017, the Compensation Committee of the Board of Directors of the Company approved a one-time discretionary cash bonus of \$70,000 to James Sharp, former Executive Vice President of the Company and former President of Greenbrier Leasing Company LLC, who retired December 31, 2016. The award was made in recognition of Mr. Sharp's efforts on behalf of the Company related to the transition of his duties in connection with his retirement, pursuant to the Separation and Consulting Agreement between Mr. Sharp and the Company entered into on May 10, 2016.

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

At the Annual Meeting of Shareholders of the Company held on January 6, 2017, three proposals were voted upon by the Company's shareholders. A brief discussion of each proposal voted upon at the Annual Meeting and the number of votes cast for, against, withheld, abstentions and broker non-votes to each proposal are set forth below.

A vote was taken at the Annual Meeting for the election of two directors of the Company to hold office until the Annual Meeting of Shareholders to be held in 2020, or until their successors are elected and qualified. The aggregate numbers of shares of Common Stock voted in person or by proxy for each nominee were as follows:

| Nominee           | Votes for  | Votes    | Votes     | Broker    |
|-------------------|------------|----------|-----------|-----------|
|                   | Election   | Withheld | Abstained | Non-Votes |
| Graeme A. Jack    | 20,309,323 | 91,823   |           | 5,704,197 |
| Wendy L. Teramoto | 20,235,575 | 165,571  |           | 5,704,197 |

A vote was taken at the Annual Meeting to approve a non-binding advisory resolution regarding the 2016 compensation of the Company's named executive officers. The aggregate number of shares of Common Stock that were voted in person or by proxy for or against the resolution, that abstained from voting, or that were broker non-votes were as follows:

| Votes for Approval | Votes against Approval | Votes Abstained | Broker Non-Votes |
|--------------------|------------------------|-----------------|------------------|
| 19,762,129         | 496,342                | 142,675         | 5,704,197        |

A vote was taken at the Annual Meeting on the proposal to ratify the appointment of KPMG LLP as the Company's independent auditors for the year ending August 31, 2017. The aggregate number of shares of Common Stock that were voted in person or by proxy for or against the ratification, that abstained from voting, or that were broker non-votes were as follows:

| Votes for Approval | Votes against Approval | Votes Abstained | Broker Non-Votes |
|--------------------|------------------------|-----------------|------------------|
| 25,844,553         | 202,740                | 58,050          |                  |



**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.

**THE GREENBRIER COMPANIES, INC.**

Date: January 10, 2017

By: /s Martin R. Baker  
Martin R. Baker  
Senior Vice President, General  
Counsel and Chief Compliance Officer