

ALLEGHENY TECHNOLOGIES INC  
Form 8-K  
May 02, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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 2, 2014 (May 1, 2014)**

**Allegheny Technologies Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12001**  
(Commission  
File Number)

**25-1792394**  
(IRS Employer  
Identification No.)

**1000 Six PPG Place, Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**15222-5479**  
(Zip Code)

Registrant's telephone number, including area code (412) 394-2800

N/A

(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))

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

On May 1, 2014, Allegheny Technologies Incorporated (the Company) held its 2014 Annual Meeting of Stockholders. The final voting results for each matter submitted to a vote of the Company's stockholders at the 2014 Annual Meeting are provided below.

## 1. Election of three directors:

| <b>NAME</b>     | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON-VOTES</b> |
|-----------------|------------|-----------------|-----------------------------|
| James C. Diggs  | 83,259,952 | 3,091,346       | 9,602,904                   |
| J. Brett Harvey | 83,815,989 | 2,535,309       | 9,602,904                   |
| Louis J. Thomas | 83,430,889 | 2,920,409       | 9,602,904                   |

## 2. Advisory vote to approve the compensation of the Company's named executive officers:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------|----------------|--------------------|-----------------------------|
| 83,877,027 | 2,103,568      | 395,767            | 9,602,904                   |

## 3. Amendments to the Company's Certificate of Incorporation to declassify the Board of Directors:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------|----------------|--------------------|-----------------------------|
| 78,990,116 | 7,073,561      | 313,041            | 9,602,904                   |

The Company's Restated Certificate of Incorporation (the Certificate of Incorporation) provides that the affirmative vote of the holders of at least 75% of the combined voting power of all outstanding voting securities of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to amend the portions of the Certificate of Incorporation that were the subject of this proposal. Because the number of votes in favor of this proposal represented approximately 72.8% of the combined voting power of all outstanding voting securities of the Company entitled to vote generally in the election of directors, this proposal did not receive the requisite favorable vote of the Company's stockholders. As a result, neither the Certificate of Incorporation nor the Company's Second Amended and Restated Bylaws will be amended to declassify the Company's Board of Directors, and the Company's Board of Directors will continue to be elected to serve three-year terms in accordance with the current terms of the Certificate of Incorporation.

4. Ratification of the selection of Ernst & Young LLP as the Company's independent auditors for 2014:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTIONS</b> |
|------------|----------------|--------------------|
| 93,023,402 | 2,727,933      | 228,286            |

**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.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: */s/ Elliot S. Davis*  
Elliot S. Davis

Senior Vice President, General Counsel,

Chief Compliance Officer and Corporate Secretary

Dated: May 2, 2014