

LITTELFUSE INC /DE
Form 8-K
April 30, 2018
United States

Securities and Exchange Commission
Washington, D.C. 20579

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: **April 27, 2018**

(Date of earliest event reported)

Littelfuse, Inc.

(Exact name of registrant as specified in its charter)

Delaware 0-20388 36-3795742
(State of other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

8755 W. Higgins Road, Suite 500, Chicago, IL 60631

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (773) 628-1000

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)

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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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

On April 27, 2018, the Company held its 2018 Annual Meeting of Stockholders. A quorum was present at the meeting as required by the Company's Bylaws. The results of voting for each matter submitted to a vote of stockholders at the meeting are as follows.

Proposal 1: Election of Directors

The nine director nominees were elected to serve as directors until the 2019 Annual Meeting of Stockholders and until their successors have been duly elected and qualified, by the votes set forth below.

| <u>Nominee</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-----------------------|-------------------|-----------------------|-----------------------|------------------------------------|
| Tzau-Jin Chung | 22,218,982 | 412,091 | 4,838 | 1,303,038 |
| Cary T. Fu | 22,365,947 | 265,669 | 4,295 | 1,303,038 |
| Anthony Grillo | 21,687,301 | 626,944 | 321,666 | 1,303,038 |
| David W. Heinzmann | 22,159,076 | 472,480 | 4,355 | 1,303,038 |
| Gordon Hunter | 20,793,876 | 1,520,852 | 321,183 | 1,303,038 |
| John E. Major | 19,155,784 | 3,065,368 | 414,759 | 1,303,038 |
| William P. Noglows | 21,954,709 | 676,370 | 4,832 | 1,303,038 |
| Ronald L. Schubel | 22,015,532 | 615,455 | 4,924 | 1,303,038 |
| Nathan Zommer | 21,414,483 | 1,216,646 | 4,782 | 1,303,038 |

Proposal 2: Advisory Vote on Compensation of Named Executive Officers

The stockholders approved, on an advisory, non-binding basis, the compensation of our named executive officers, by the votes set forth below.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------------|-----------------------|-----------------------|--------------------------------|
| 20,926,975 | 1,380,598 | 328,338 | 1,303,038 |

Proposal 3: Approval and Ratification of the Appointment of Grant Thornton LLP as the Company's Independent Auditors

The appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 29, 2018 was approved and ratified, by the votes set forth below.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|-------------------|-----------------------|-----------------------|
| 23,919,626 | 6,546 | 12,777 |

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 thereunto duly authorized.

LITTELFUSE, INC.

Date: April 30, 2018 By: /s/ Ryan K. Stafford
Ryan K. Stafford
Executive Vice President, Chief Legal and Human
Resources Officer and Corporate Secretary