

STARRETT L S CO  
Form 8-K  
October 22, 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**

**October 17, 2018**

**Date of Report (Date of earliest event reported)**

**THE L.S. STARRETT COMPANY**

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

|                                     |                    |                            |
|-------------------------------------|--------------------|----------------------------|
| <b>Massachusetts</b>                | <b>1-367</b>       | <b>04-1866480</b>          |
| <b>(State or other jurisdiction</b> | <b>(Commission</b> | <b>(I.R.S. Employer</b>    |
| <b>of incorporation)</b>            | <b>File</b>        | <b>Identification No.)</b> |
|                                     | <b>Number)</b>     |                            |

**121 Crescent Street**

**01331**

**Athol, Massachusetts**  
**(Address of principal**  
**executive offices)**

**(Zip Code)**

**(978) 249-3551**

**(Registrant's telephone number, including area code)**

**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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by a 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.

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

The Annual Meeting was held on October 17, 2018. Proxies for the Annual Meeting were solicited by the Board pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Board's solicitation. There were 6,310,159 A shares and a combined total of 13,439,229 A & B shares entitled to vote at the Annual Meeting. A total of 5,764,208 A shares and a combined total of 10,849,061 A & B shares were represented at the Annual Meeting in person or by proxy. The final votes on the proposals presented at the meeting were as follows:

*Proposal No. 1 – Election of Directors*

David A. Lemoine was elected as a director by the class A shareholders to hold office until the 2021 Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or, if sooner, until his death, resignation, or removal, by the following vote:

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Uncast</u> |
|----------------|------------|-----------------|---------------|
|----------------|------------|-----------------|---------------|

|                  |           |           |         |
|------------------|-----------|-----------|---------|
| David A. Lemoine | 2,916,626 | 2,847,582 | 545,951 |
|------------------|-----------|-----------|---------|

Douglas A. Starrett was elected as a director by the class A & B shareholders to hold office until the 2021 Annual Meeting of Stockholders and until their successors have been duly elected and qualified, or, if sooner, until each director's death, resignation, or removal, by the following vote:

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Uncast</u> |
|----------------|------------|-----------------|---------------|
|----------------|------------|-----------------|---------------|

|                     |           |           |           |
|---------------------|-----------|-----------|-----------|
| Douglas A. Starrett | 7,716,482 | 3,132,579 | 2,590,168 |
|---------------------|-----------|-----------|-----------|

*Proposal No. 2 – Ratification of Selection of Independent Registered Public Accounting Firm*

The Company's class A & B stockholders ratified the selection by the Audit Committee of the Board of Grant Thornton as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2019, by the following vote:

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> |
|-------------------|-----------------------|-----------------------|
|-------------------|-----------------------|-----------------------|

|            |         |         |
|------------|---------|---------|
| 10,512,770 | 210,942 | 125,349 |
|------------|---------|---------|

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**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 hereunto duly authorized.

Date: October 22, 2018    **THE L.S. STARRETT COMPANY**

By: /s/ Douglas A. Starrett

Name: Douglas A. Starrett

Title: President and Chief Executive Officer