

Quanex Building Products CORP  
Form 8-K  
March 06, 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**  
**March 2, 2017**  
**(Date of earliest event reported)**

**QUANEX BUILDING PRODUCTS CORPORATION**

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

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

**1-33913**  
**(Commission**  
  
**File Number)**

**26-1561397**  
**(IRS Employer**  
  
**Identification No.)**

**1800 West Loop South, Suite 1500,**

**Houston, Texas**

**77027**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: 713-961-4600**

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(b) 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 2.02. Results of Operations and Financial Condition.**

On March 6, 2017, Quanex Building Products Corporation (the Registrant) issued a press release announcing its results of operations and financial condition for the fiscal quarter ended January 31, 2017. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

On March 2, 2017, the Company held its Annual Meeting of Stockholders, pursuant to notice and proxy mailed on January 31, 2017, to the Company's stockholders of record as of January 12, 2017. There were 34,406,433 shares of common stock entitled to vote at the meeting, and a total of 32,986,169 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, two directors were elected for terms expiring at the Company's 2018 Annual Meeting, with the following tabulation of votes for each nominee:

Director Nominee	Votes For	Votes Against	Abstain	Broker Non-Votes	Percent of Shares Cast in Favor *
Susan F. Davis	31,784,131	169,046	9,452	1,023,540	99.5%
Curtis M. Stevens	29,374,342	2,577,238	11,049	1,023,540	92.0%

\* *Excludes Abstentions and Broker Non-Votes*

In addition to the election of directors, stockholders at the Annual Meeting took the following actions:

Provided an advisory say on pay vote approving the Company's executive compensation programs;

Approved an Amended and Restated Employee Stock Purchase Plan;

Ratified the Audit Committee's appointment of Grant Thornton LLP as the Company's independent auditor for the fiscal year ending October 31, 2017;

Provided an advisory vote relating to the frequency of future say on pay votes held by the Company. The tabulation of votes for the first three of these proposals is set forth below:

Proposal	Votes For	Votes Against	Abstain	Broker Non-Votes	Percent of Shares Cast
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					<b>in Favor *</b>
Advisory Vote to Approve Executive Compensation	31,552,014	391,222	19,392	1,023,540	98.8%
Approval of Amended and Restated ESPP	31,925,017	18,257	19,354	1,023,540	99.9%
Ratification of Company's Independent Auditor	32,950,482	14,722	20,964	0	100%

\* *Excludes Abstentions and Broker Non-Votes*

The tabulation of votes for the proposal related to the frequency of future say on pay votes is set forth below:

<b>Proposal</b>			<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>
Frequency of Future Say on Pay	Votes		25,197,228	85,474	6,653,086	26,841
<i><b>Percent of Vote:</b></i>			78.8%	0.3%	20.8%	0.1%

In light of the results of the advisory vote on the frequency of say on pay votes, the Registrant's Board determined to hold an advisory say on pay vote annually. The Registrant's Compensation Committee will reevaluate this determination after the next stockholder advisory vote on the frequency of say on pay votes.

#### **Item 7.01 Regulation FD Disclosure.**

On March 6, 2017, the Registrant issued a press release announcing that the Board had declared a quarterly cash dividend of \$0.04 per share of common stock, payable on March 31, 2017, to Stockholders of record on March 17, 2017. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

#### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- \* 99.1 Press Release dated March 6, 2017
- \* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUANEX BUILDING PRODUCTS**

**CORPORATION**

(Registrant)

**March 6, 2017**

(Date)

/s/ KEVIN P. DELANEY

Kevin P. Delaney

*Senior Vice President General Counsel and*

*Secretary*

**EXHIBIT INDEX**

- \* 99.1 Press Release dated March 6, 2017
- \* Filed herewith.