

EAGLE MATERIALS INC  
Form 8-K  
August 03, 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**

**Date of Report (Date of earliest event reported): August 2, 2018**

**Eagle Materials Inc.**

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

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

**1-12984**  
**(Commission**  
  
**File Number)**

**75-2520779**  
**(IRS Employer**  
  
**Identification No.)**

**3811 Turtle Creek Blvd., Suite 1100,**

**Dallas, Texas**

**(Address of principal executive offices)**

**75219**

**(Zip code)**

**Registrant's telephone number including area code: (214) 432-2000**

**Not Applicable**

**(Former name or former address if changed from 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 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.**

The Company held its Annual Meeting of Stockholders on August 2, 2018. At the Annual Meeting, F. William Barnett, Richard Beckwitt and Ed H. Bowman were elected to the Board of Directors by the holders of the Company's Common Stock, par value \$0.01 per share, to serve until the 2021 Annual Meeting of Stockholders. The Company's stockholders also approved an advisory resolution regarding the compensation of the Company's named executive officers, as well as the expected appointment by the Company's Board of Directors of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending March 31, 2019. Voting results for the director nominees and the other proposals are summarized below:

*Election of Class III Directors*

| Director Nominee   | Number of Shares of Common Stock |           |         | Broker    |
|--------------------|----------------------------------|-----------|---------|-----------|
|                    | For                              | Against   | Abstain | Non-Votes |
| F. William Barnett | 39,490,976                       | 1,161,786 | 373,408 | 2,759,124 |
| Richard Beckwitt   | 39,640,357                       | 1,240,255 | 145,558 | 2,759,124 |
| Ed H. Bowman       | 40,120,748                       | 708,504   | 196,918 | 2,759,124 |

George J. Damiris, Martin M. Ellen and David B. Powers continue to serve as directors with a term expiring in 2019. Margot L. Carter, Michael R. Nicolais and Richard R. Stewart continue to serve as directors with a term expiring in 2020.

*Approval of an advisory resolution regarding the compensation of the Company's named executive officers*

| Number of Shares of Common Stock |           |         | Broker Non- |
|----------------------------------|-----------|---------|-------------|
| For                              | Against   | Abstain | Votes       |
| 31,938,667                       | 8,836,038 | 251,465 | 2,759,124   |

*Approval of Ernst & Young LLP as the Independent Auditors*

| Number of Shares of Common Stock |           |         | Broker Non- |
|----------------------------------|-----------|---------|-------------|
| For                              | Against   | Abstain | Votes       |
| 42,619,270                       | 1,032,269 | 133,755 | 0           |

**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.

EAGLE MATERIALS INC.

By: /s/ James H. Graass  
James H. Graass  
Executive Vice President, General  
Counsel and Secretary

Date: August 3, 2018