Armstrong Flooring, Inc.
Form 8-K
June 05, 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): June 1, 2018

ARMSTRONG FLOORING, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-37589**	**47-4303305**
(State or other jurisdiction of incorporation)	**(Commission File No.)**	**(IRS Employer Identification No.)**

2500 Columbia Avenue P.O. Box 3025

Lancaster, Pennsylvania	**17603**
(Address of principal executive offices)	**(Zip code)**

Registrant s telephone number, including area code: (717) 672-9611

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 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.

Section 5 Corporate Governance and Management

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

Armstrong Flooring, Inc. (the Company) held its annual meeting of stockholders on June 1, 2018 at which the stockholders voted in favor of the proposals for: (i) the election of the directors listed below; (ii) the advisory vote to approve the Company s named executive officer compensation; and (iii) the ratification of the selection of KPMG LLP as the Company s independent registered public accounting firm for fiscal year 2018.

The final voting results for each of these proposals are as follows:

Proposal 1 Election of Former Class I and Current Class II Directors to Serve One-Year Terms Expiring at the Annual Meeting of Stockholders in 2019

Nominee (Class)	For	Against	Abstain	Broker Non-Vote
Kathleen S. Lane (I)	22,304,566	193,298	5,303	1,215,142
Michael W. Malone (I)	22,295,996	195,368	11,803	1,215,142
Jacob H. Welch (I)	22,303,470	192,419	7,278	1,215,142
Jeffrey Liaw (II)	22,297,552	194,269	11,346	1,215,142
Donald R. Maier (II)	22,286,413	204,222	12,532	1,215,142
James J. O Connor (II)	22,129,428	361,001	12,738	1,215,142

Proposal 2 Advisory Vote to Approve Named Executive Officer Compensation

For	Against	Abstain	Broker Non-Vote
22,346,211	146,748	10,208	1,215,142

Proposal 3 Ratification of Selection of KPMG LLP for Fiscal Year 2018

For	Against	Abstain
23,689,883	26,231	2,195

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.

ARMSTRONG FLOORING, INC.

By: /s/ Christopher S. Parisi
Christopher S. Parisi

Senior Vice President, General Counsel & Secretary

Date: June 5, 2018