

GIBRALTAR INDUSTRIES, INC.

Form 8-K

May 05, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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) May 5, 2014 (May 2, 2014)**

**GIBRALTAR INDUSTRIES, INC.**

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

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

**0-22462**  
**(Commission**  
  
**File Number)**

**16-1445150**  
**(IRS Employer**  
  
**Identification No.)**

**3556 Lake Shore Road**

**P.O. Box 2028**

**Buffalo, New York 14219-0228**

**(Address of principal executive offices) (Zip Code)**

**(716) 826-6500**

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

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))

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and

**Item 7.01 Regulation FD Disclosure**

The following information is furnished pursuant to both Item 2.02 and Item 7.01:

On May 2, 2014, Gibraltar Industries, Inc. (the Company) issued a news release and held a conference call regarding results for the three months ended March 31, 2014. A copy of the news release (the Release) is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The Company references non-GAAP financial information in both the Release and the conference call. A reconciliation of these non-GAAP financial measures is contained in the Release. The information in this Form 8-K under the captions Items 2.02 and 7.01 and Item 9.01, including the Release, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 (the Securities Act) or the Exchange Act, unless the Company specifically incorporates it by reference in a document filed under the Securities Act or the Exchange Act.

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

Gibraltar Industries, Inc. (the Company) held its Annual Meeting of Stockholders on May 2, 2014 (the 2014 Annual Meeting) in Buffalo, New York. Stockholders representing 28,054,834 shares, or 91.1%, of the common shares outstanding as of the March 18, 2014 record date were present in person or were represented at the meeting by proxy. The items listed below were submitted to a vote of the stockholders through the solicitation of proxies. The proposals are described in the Company's Proxy Statement for the 2014 Annual Meeting filed April 1, 2014. Final voting results are shown below.

**Proposal 1 Election of Directors**

Each nominee for election as a director requires the affirmative vote of a majority of the shares present at the 2014 Annual Meeting entitled to vote in order to be elected. Three Class I Directors were elected to hold office for a term expiring in 2017. The following summarizes the votes received for each nominee for director:

Director	Votes Cast For	Votes Cast		Broker Non-Votes
		Against	Abstain	
Brian J. Lipke	26,657,662	592,735	8,778	810,394
William P. Montague	26,240,956	1,012,070	6,149	810,394
Arthur A. Russ, Jr.	26,734,029	518,997	6,149	810,394

**Proposal 2 Advisory Vote on Executive Compensation ( Say-on-Pay )**

This proposal was an advisory vote of the stockholders to approve the Company's compensation of its named executive officers (commonly referred to as the Say-on-Pay vote). The stockholders approved of the Company's executive officer compensation in the advisory Say-on-Pay vote. The following summarizes the voting results for the

advisory Say-on-Pay vote:

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
27,204,366	46,314	8,495	810,394

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**Proposal 3 Ratification of Selection of Independent Registered Public Accounting Firm**

The selection of Ernst & Young LLP as the Company's Independent Public Accounting Firm for the year ending December 31, 2014 was ratified, based upon the following votes:

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Abstain</b>
27,775,304	293,540	725

**Item 9.01 Financial Statements and Exhibits**

(a)-(c) Not Applicable

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release issued by Gibraltar Industries, Inc. on May 2, 2014

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**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.

**GIBRALTAR INDUSTRIES, INC.**

Date: May 5, 2014

By: /s/ Kenneth W. Smith  
Kenneth W. Smith  
Senior Vice President and Chief Financial Officer