

FOSTER L B CO
Form 8-K
May 27, 2014

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) **May 27, 2014 (May 22, 2014)**

L.B. Foster Company

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation)

000-10436
(Commission File Number)

25-1324733
(I.R.S. Employer Identification No.)

415 Holiday Drive, Pittsburgh, Pennsylvania
(Address of principal executive offices)
Registrant's telephone number, including area code **(412) 928-3400**

15220
(Zip Code)

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(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 (see General Instruction A.2. below):

- .. 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))

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

L.B. Foster Company (the Company) held its annual meeting of shareholders (the Annual Meeting) on May 22, 2014. The shareholders considered three proposals, each of which is described in the Company's definitive proxy statement dated April 11, 2014 and filed with the Securities and Exchange Commission. Results of votes with respect to the proposals submitted at the Annual Meeting are set forth below.

Proposal 1: Election of Directors

| Name | Votes For | Votes Against | Broker Non-vote |
|--------------------|-----------|---------------|-----------------|
| Robert P. Bauer | 8,042,503 | 560,028 | 1,033,029 |
| Lee B. Foster, II | 8,039,138 | 563,393 | 1,033,029 |
| Peter McIlroy II | 7,710,026 | 892,505 | 1,033,029 |
| G. Thomas McKane | 7,684,938 | 917,593 | 1,033,029 |
| Diane B. Owen | 8,041,634 | 560,897 | 1,033,029 |
| William H. Rackoff | 7,671,905 | 930,626 | 1,033,029 |
| Suzanne B. Rowland | 8,054,227 | 548,304 | 1,033,029 |

As a result of the shareholder vote, all of the foregoing nominees were elected to serve until the next annual meeting of shareholders or until their successors are elected and qualified.

Proposal 2: Ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014:

| | Votes For | Votes Against | Abstentions |
|-------------------|-----------|---------------|-------------|
| Ernst & Young LLP | 9,433,862 | 178,484 | 23,214 |

The foregoing proposal was approved.

Proposal 3: Advisory vote on named executive officers' 2013 compensation.

| | Votes For | Votes Against | Abstentions | Broker Non-vote |
|--|-----------|---------------|-------------|-----------------|
| Advisory vote on compensation paid to named executive officers | 7,747,021 | 799,230 | 56,280 | 1,033,029 |

The foregoing proposal was approved.

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.

L.B. Foster Company

(Registrant)

Date: **May 27, 2014**

/s/ Patrick J. Guinee
Patrick J. Guinee
Vice President, General Counsel

and Corporate Secretary