

WABASH NATIONAL CORP /DE
Form 8-K
May 17, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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 12, 2016

WABASH NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 1-10883 | 52-1375208 |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 1000 Sagamore Parkway South, Lafayette, Indiana | 47905 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (765) 771-5310

(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))

INFORMATION TO BE INCLUDED IN THE REPORT**Section 5 – Corporate Governance and Management****Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 12, 2016, the Company held its Annual Meeting, at which four proposals were submitted to the Company's stockholders. As of March 14, 2016, the date of record for determining the Company stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 65,315,924 shares of Company common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 59,698,494 shares of the Company's issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The four proposals considered at the Annual Meeting are described in detail in the Company's Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on March 31, 2016. The final results for each proposal are set forth below.

Proposal 1.

The Company's stockholders elected the following seven persons to the Company's Board of Directors to hold office for a term of one year or until their respective successors are elected and qualified or until their earlier death, resignation or removal:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|------------|------------------|-------------|------------------|
| Richard J. Giromini | 53,288,435 | 75,755 | 613,997 | 5,720,307 |
| Dr. Martin C. Jischke | 52,474,847 | 725,869 | 777,471 | 5,720,307 |
| James D. Kelly | 52,659,013 | 723,897 | 595,277 | 5,720,307 |
| John E. Kunz | 52,638,369 | 744,302 | 595,516 | 5,720,307 |
| Larry J. Magee | 52,551,163 | 792,605 | 634,419 | 5,720,307 |
| Ann D. Murtlow | 52,304,357 | 1,098,313 | 575,517 | 5,720,307 |
| Scott K. Sorensen | 52,719,170 | 642,299 | 616,718 | 5,720,307 |

Proposal 2.

Edgar Filing: WABASH NATIONAL CORP /DE - Form 8-K

The Company's stockholders approved in an advisory (non-binding) vote the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 51,636,330 | 2,090,750 | 251,107 | 5,720,307 |

Proposal 3.

The Company's stockholders re-approved the performance goals included in the Wabash National Corporation 2011 Omnibus Incentive Plan. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 52,073,935 | 1,837,785 | 66,467 | 5,720,307 |

Proposal 4.

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 59,368,774 | 277,819 | 51,901 | 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.

**Wabash National
Corporation**

Date: May 17, 2016

By: /s/ Jeffery L.
Taylor
Jeffery L.
Taylor
Senior Vice
President and
Chief
Financial
Officer