

LINCOLN ELECTRIC HOLDINGS INC  
Form 8-K  
April 29, 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): April 24, 2014**

**LINCOLN ELECTRIC HOLDINGS, INC.**

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

**Ohio**  
**(State or other jurisdiction**

**of incorporation)**

**0-1402**  
**(Commission**

**File Number)**  
**22801 St. Clair Avenue**

**34-1860551**  
**(IRS Employer**

**Identification No.)**

**Cleveland, Ohio 44117**

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

**(216) 481-8100**

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

**Not applicable**

**(Former name and 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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 24, 2014, the shareholders of Lincoln Electric Holdings, Inc. (the Company) approved amendments to Article III of the Company's Amended and Restated Code of Regulations (the Regulations) to eliminate the classified structure of the Company's Board of Directors (the Board). The declassification of the Board will be phased in starting with the 2015 Annual Meeting of Shareholders so that directors up for election in 2015 will be elected to a one-year term (as opposed to a three-year term). As a result, beginning with the 2016 Annual Meeting, a majority of the Board will stand for election annually, and, beginning with the 2017 Annual Meeting, all directors will stand for election annually.

Attached hereto as Exhibit 3.1 is a copy of the Amended and Restated Code of Regulations, as amended on November 3, 2009 and April 24, 2014, which is incorporated into this Item 5.03 by reference.

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

The 2014 Annual Meeting of Shareholders of the Company was held on Thursday, April 24, 2014 at the Marriott Cleveland East, 26300 Harvard Road, Warrensville Heights, Ohio.

The final results of voting on each of the matters submitted for a vote of security holders at the 2014 Annual Meeting are as follows:

1. Shareholders elected five directors, each to hold office until the 2017 Annual Meeting of Shareholders and until their successors are duly elected and qualified, as set forth below.

| Name                 | Votes      |           |             | Broker Non-Votes |
|----------------------|------------|-----------|-------------|------------------|
|                      | Votes For  | Withheld  | Abstentions |                  |
| David H. Gunning     | 63,234,175 | 683,045   | 0           | 8,397,675        |
| G. Russell Lincoln   | 63,247,327 | 669,893   | 0           | 8,397,675        |
| Christopher L. Mapes | 62,551,169 | 1,366,051 | 0           | 8,397,675        |
| Phillip J. Mason     | 63,695,833 | 221,387   | 0           | 8,397,675        |
| Hellene S. Runtagh   | 63,197,905 | 719,315   | 0           | 8,397,675        |

2. Shareholders ratified the appointment of Ernst & Young LLP as the Company's independent auditors for the year ending December 31, 2014, as set forth below.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 71,885,932 | 306,421       | 122,542     | 0                |

3. Shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, as set forth below.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 61,041,620 | 2,187,947     | 687,653     | 8,397,675        |

4. Shareholders approved amendments to Article III of our Amended and Restated Code of Regulations to declassify our board of directors, as set forth below.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 63,457,046 | 249,275       | 210,899     | 8,397,675        |

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

3.1 Amended and Restated Code of Regulations of Lincoln Electric Holdings, Inc., as amended on April 24, 2014.

**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.

**LINCOLN ELECTRIC HOLDINGS, INC.**

Date: April 29, 2014

By: /s/ Frederick G. Stueber  
Frederick G. Stueber  
Executive Vice President, General Counsel &  
Secretary

**LINCOLN ELECTRIC HOLDINGS, INC.**

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 3.1                | Amended and Restated Code of Regulations of Lincoln Electric Holdings, Inc., as amended on April 24, 2014. |