

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
(State or other jurisdiction
of incorporation)

001-37589
(Commission File No.)

47-4303305
(IRS Employer
Identification No.)

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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