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Mueller Water Products, Inc.  
Form 8-K  
January 27, 2017

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): January 25, 2017

MUELLER WATER PRODUCTS, INC.  
(Exact Name of Registrant as Specified in Its Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

0001-32892  
(Commission File  
Number)

20-3547095  
(I.R.S. Employer Identification  
Number)

1200 Abernathy Road, Suite 1200  
Atlanta, Georgia 30328  
(Address of Principal Executive Offices)

(770) 206-4200  
(Registrant's telephone number, including area code)

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))



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 25, 2017, at the regularly scheduled meeting of the board of directors (the “Board”) of Mueller Water Products, Inc. (the “Company”) immediately following the Company’s annual meeting of stockholders, the Board elected J. Scott Hall to serve as a director of the Company, effective immediately. Mr. Hall also serves as the Company’s President and Chief Executive Officer. Mr. Hall will serve on the Board’s Executive Committee.

Mr. Hall joined the Company in January 2017 from Textron Inc. (“Textron”), where he most recently served as President and Chief Executive Officer of its Industrial Segment since 2009. Mr. Hall joined Textron in 2001, holding numerous leadership positions during his tenure. Mr. Hall was a member of Textron’s Executive Leadership Team and, from 2003 to 2009, served as President and Chief Executive Officer of Textron Tools and Test.

Mr. Hall will not receive any fees for his service on the Board.

As a result of Mr. Hall's election to the Board, the Board now consists of nine directors.

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

The Company held its annual meeting of stockholders on January 25, 2017. The stockholders of the Company voted on the following four items:

1. The election of eight directors to terms ending in 2018.
2. An advisory resolution on the compensation of the Company's named executive officers.
3. An advisory resolution on the frequency of the stockholder vote on executive compensation.
4. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2017.

Proposal 1. Each of the directors listed below was re-elected as a director of the Company. The nominees for director were elected based on the following votes.

| Director            | Votes For   | Votes Withheld | Broker Non-Votes |
|---------------------|-------------|----------------|------------------|
| Shirley C. Franklin | 135,275,852 | 1,584,995      | 13,058,836       |
| Thomas J. Hansen    | 135,473,732 | 1,387,115      | 13,058,836       |
| Gregory E. Hyland   | 126,438,044 | 10,422,803     | 13,058,836       |
| Jerry W. Kolb       | 135,267,061 | 1,593,786      | 13,058,836       |
| Mark J. O'Brien     | 135,271,119 | 1,589,728      | 13,058,836       |
| Bernard G. Rethore  | 132,644,341 | 4,216,506      | 13,058,836       |
| Lydia W. Thomas     | 132,285,159 | 1,575,688      | 13,058,836       |
| Michael T. Tokarz   | 119,784,273 | 17,076,574     | 13,058,836       |

Proposal 2. The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers received the following votes.

|                        |             |
|------------------------|-------------|
| Votes for approval     | 134,078,244 |
| Votes against approval | 2,478,422   |
| Abstentions            | 304,181     |
| Broker Non-Votes       | 13,058,836  |



Proposal 3. The proposal to recommend, on an advisory basis, the frequency of the stockholder vote on compensation of the Company's named executive officers received the following votes.

|                            |             |
|----------------------------|-------------|
| Votes for each year        | 123,749,811 |
| Votes for every two years  | 110,282     |
| Vote for every three years | 12,736,830  |
| Broker Non-Votes           | 13,058,836  |

In light of the voting results concerning the frequency with which stockholders will be provided an advisory vote on executive compensation, the Board has determined that the Company will hold an annual advisory vote on executive compensation until the next required vote on the frequency of stockholder voting on executive compensation.

Proposal 4. The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2017 received the following votes.

|                        |             |
|------------------------|-------------|
| Votes for approval     | 143,427,541 |
| Votes against approval | 6,250,054   |
| Abstentions            | 242,088     |

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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.

Dated: January 27, 2017 MUELLER WATER  
PRODUCTS, INC.

By: /s/ Keith L. Belknap  
Keith L. Belknap  
Senior Vice  
President, General  
Counsel and  
Corporate Secretary