

FULLER H B CO
Form 8-K
April 12, 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): April 6, 2017

H.B. FULLER COMPANY

(Exact name of registrant as specified in its charter)

Minnesota 001-09225 41-0268370
(State or other jurisdiction (Commission file number) (I.R.S. Employer Identification No.)

of incorporation)

1200 Willow Lake Boulevard

P.O. Box 64683

St. Paul, MN 55164-0683

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (651) 236-5900

Not Applicable

(Former name or former address, if changed since last report)

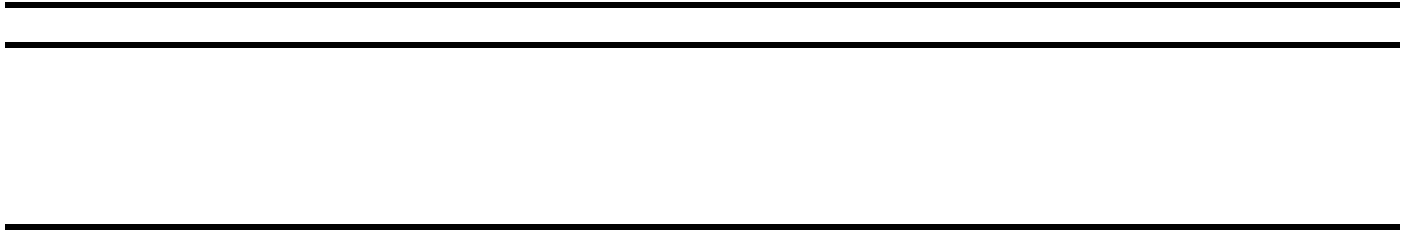
Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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 5.07 Submission of Matters to a Vote of Security Holders.

On April 6, 2017, H.B. Fuller Company (the “Company”) held its 2017 Annual Meeting of Shareholders (“Annual Meeting”) for the purposes of the election of three directors for a three-year term, a non-binding advisory vote to approve the compensation of our named executive officers disclosed in the proxy statement, a non-binding advisory vote on the frequency of an advisory vote on executive compensation and the ratification of the appointment of KPMG LLP as H.B. Fuller’s independent registered public accounting firm for the fiscal year ending December 2, 2017. As of the record date, there was a total of 50,341,880 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 48,372,112 shares of Common Stock were represented in person or by proxy, therefore a quorum was present.

The voting results for the election of three directors for a three year-term were as follows:

| | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------------|-------------------------|
| J. Michael Losh | 44,327,724 | 562,092 | 3,482,296 |
| Lee R. Mitau | 44,333,957 | 555,859 | 3,482,296 |
| R. William Van Sant | 44,329,943 | 559,873 | 3,482,296 |

The voting results on a non-binding advisory vote to approve the compensation of the Company’s named executive officers disclosed in the Company’s 2017 proxy statement were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 42,329,710 | 2,403,498 | 156,608 | 3,482,296 |

The voting results on a non-binding advisory vote on frequency of an advisory vote on executive compensation were as follows:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------------|------------------|--------------------|----------------|-------------------------|
| 37,204,971 | 36,275 | 7,555,323 | 92,797 | 3,482,296 |

Votes regarding ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 2, 2017, were as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 47,646,147 | 647,679 | 78,286 |

