

Quanex Building Products CORP  
Form 8-K  
February 24, 2012

**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

February 23, 2012

(Date of earliest event reported)

**QUANEX BUILDING PRODUCTS CORPORATION**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission

(IRS Employer

File Number)

Identification No.)

**1900 West Loop South, Suite 1500,**

**Houston, Texas**

(Address of principal executive offices)

**Registrant's telephone number, including area code: 713-961-4600**

**77027**

(Zip Code)

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(b) 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 February 23, 2012, Quanex Building Products Corporation (the Company) held its 2012 Annual Stockholder Meeting (the Annual Meeting), pursuant to notice and proxy mailed on January 23, 2012, to the Company's stockholders of record as of January 6, 2012. There were 36,755,713 shares of common stock entitled to vote at the meeting, and a total of 35,156,995 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, two directors were elected, with the following tabulation of votes for each nominee:

| Director Nominee  | Votes For  | Votes Withheld | Broker Non-Votes | Percent of Shares Cast in Favor (%)* |
|-------------------|------------|----------------|------------------|--------------------------------------|
| David D. Petratis | 32,646,403 | 1,016,735      | 1,493,857        | 96.98                                |
| Robert R. Buck    | 33,607,124 | 56,014         | 1,493,857        | 99.83                                |

\* Excludes Broker Non-Votes

In addition to the election of directors, stockholders at the Annual Meeting took the following actions:

Provided a non-binding advisory say on pay vote approving the Company's executive compensation programs; and

Ratified the Audit Committee's appointment of Deloitte and Touche LLP as the Company's independent auditor. The vote tabulation for each of these items is set forth below:

| Proposal  | Votes For  | Votes Against | Abstain | Broker Non-Votes | Percent of Shares Cast in Favor (%)* |
|---|------------|---------------|---------|------------------|--------------------------------------|
| Advisory Vote to Approve Executive Compensation | 32,712,657 | 897,215       | 53,265  | 1,493,857        | 97.18                                |
| Ratification of Company's Independent Auditor   | 34,771,618 | 358,401       | 26,976  |                  | 98.90                                |

\* Excludes Broker Non-Votes

**Item 8.01 Other Events.**

On February 23, 2012, the Company issued the press release furnished herewith as Exhibit 99.1, announcing the Company's declaration of a \$0.04 cash dividend payable on March 30, 2012 to shareholders of record on March 15, 2012.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated February 23, 2012

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUANEX BUILDING PRODUCTS**

**CORPORATION**

(Registrant)

/s/ KEVIN P. DELANEY

Kevin P. Delaney

*Senior Vice President General Counsel and Secretary*

**February 24, 2012**

(Date)

**Exhibit Index**

99.1 Press Release dated February 23, 2012