

SYPRIS SOLUTIONS INC  
Form 8-K  
May 11, 2016

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): May 10, 2016

---

Sypris Solutions, Inc.

(Exact name of registrant as specified in its charter)

|                              |              |                     |
|------------------------------|--------------|---------------------|
| Delaware                     | 0-24020      | 61-1321992          |
| (State or other jurisdiction | (Commission  | (IRS Employer       |
| of incorporation)            | File Number) | Identification No.) |
| 101 Bullitt Lane, Suite 450  |              |                     |
| Louisville, Kentucky         |              | 40222               |
| (Address of principal        |              | (Zip Code)          |
| executive offices)           |              |                     |

**Registrant's telephone number, including area code: (502) 329-2000**

---

---

**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.**

The regular Annual Meeting of Stockholders of Sypris Solutions, Inc. was held in Louisville, Kentucky on May 10, 2016, for the purpose of voting on the proposals described below. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934 and there was no solicitation in opposition to management’s nominees for directors. The total number of shares of common stock outstanding as of March 25, 2016, the record date of the Annual Meeting of Stockholders, was 21,058,544.

Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

*Election of Directors.* The stockholders of the Company elected each of the director nominees proposed by the Company’s Board of Directors to serve until the 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The following is a breakdown of the voting results:

| DIRECTOR        | FOR        | WITHHELD | BROKER NON-VOTES |
|-----------------|------------|----------|------------------|
| R. Scott Gill   | 15,566,407 | 251,283  | 0                |
| Robert F. Lentz | 15,423,482 | 394,208  | 0                |
| Robert Sroka    | 15,580,628 | 237,062  | 0                |

*Advisory Vote on Named Executive Officer Compensation.* The stockholders of the Company approved an advisory resolution approving the compensation of the Company’s named executive officers as disclosed in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 8, 2016 (the “Proxy Statement”). The following is a breakdown of the voting results:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 15,509,101 | 264,091 | 44,498  | 0                |

**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:

May  
11,  
2016

**Sypris Solutions, Inc.**

By: /s/John R. McGeeney  
John R. McGeeney  
Vice President, General Counsel and Secretary