

TENNANT CO
Form 8-K
April 30, 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) **April 25, 2018**

TENNANT COMPANY

(Exact name of registrant as specified in its charter)

Minnesota
(State or other
jurisdiction
of incorporation)

1-16191
(Commission
File Number)

41-0572550
(IRS Employer
Identification No.)

701 North Lilac Drive, P.O. Box 1452
Minneapolis, Minnesota
(Address of principal executive offices)

55440
(Zip Code)

Registrant's telephone number, including area code **(763) 540-1200**

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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 (*see* General Instruction A.2. below):

- ☐ 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

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

Tennant Company (the *Company*) held its 2018 Annual Shareholders Meeting on April 25, 2018 for purposes of electing three directors to a three-year term, ratifying the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018, approving an amendment to the Company's Restated Articles of Incorporation to adopt majority voting for the election of directors in uncontested elections, and approving, on an advisory (non-binding) basis, the compensation paid to the Company's named executive officers. Results of shareholder voting on these matters were as follows:

| | For | Withhold | Broker Non-Vote |
|--|------------|-----------------|----------------------------|
| 1. Each of the following three directors was elected for a three-year term expiring in 2021: | | | |
| Azita Arvani | 15,494,970 | 386,009 | |
| David Wichmann | 15,467,250 | 413,729 | |
| Steve Sonnenberg | 15,430,283 | 450,696 | |

| | For | Against | Abstain | Broker Non-Vote |
|---|------------|----------------|----------------|----------------------------|
| 2. The appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 was ratified. | 16,555,792 | 174,388 | 43,399 | |

| | For | Against | Abstain | Broker Non-Vote |
|--|------------|----------------|----------------|----------------------------|
| 3. The amendment to the Company's Restated Articles of Incorporation to adopt majority voting for the election of directors in uncontested elections was approved. | 15,727,363 | 71,085 | 82,531 | 892,600 |

| | For | Against | Abstain | Broker Non-Vote |
|--|------------|----------------|----------------|----------------------------|
| 4. Advisory approval of executive compensation was received. | 14,038,278 | 830,215 | 1,012,486 | 892,600 |

There were 17,894,301 shares of common stock entitled to vote at the meeting and a total of 16,773,579 shares were represented at the meeting.

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.

Tennant Company

Date: April 30, 2018

By:

/s/ Jeffrey L. Cotter
Jeffrey L. Cotter
Senior Vice President, General Counsel and Secretary