

TREX CO INC  
Form 8-K  
May 11, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 5, 2010**

**TREX COMPANY, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-14649**  
**(Commission**

**File Number)**

**54-1910453**  
**(IRS Employer**

**Identification No.)**

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**160 Exeter Drive**

**Winchester, Virginia**  
(Address of Principal Executive Offices)

**22603-8605**  
(ZIP Code)

**Registrant's telephone number, including area code: (540) 542-6300**

**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 (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))

**Item 5.07 Other Events**

On May 5, 2010, Trex Company, Inc. ( Trex ) held its annual meeting of shareholders at the Winchester Country Club, 1300 Senseny Road, Winchester, Virginia for the purposes of (1) electing three directors of Trex; (2) approving the material terms for payment of annual executive incentive compensation to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code; and (3) ratifying the appointment of Ernst & Young LLP as Trex's independent registered public accounting firm for the 2010 fiscal year.

**1. Election of Directors.** Each of the following directors were elected to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified. The vote regarding such directors was as follows:

| Directors          | Common Share<br>Votes For | Common Share<br>Votes<br>Withheld |
|--------------------|---------------------------|-----------------------------------|
| William F. Andrews | 9,507,171                 | 838,943                           |
| Paul A Brunner     | 9,475,032                 | 871,082                           |
| Richard E. Posey   | 9,809,786                 | 536,328                           |

**2. Approval of material terms of annual executive incentive compensation.** The material terms for payment of annual executive incentive compensation to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code was approved by the shareholders. The vote was as follows:

|                                      |            |
|--------------------------------------|------------|
| Number of Common Share Votes For     | 13,006,428 |
| Number of Common Share Votes Against | 330,116    |
| Number of Common Share Votes Abstain | 52,379     |

**3. Ratification of Ernst & Young LLP.** Ernst & Young LLP was ratified as the independent registered public accounting firm for OCC. The vote regarding the ratification was as follows:

|                                      |            |
|--------------------------------------|------------|
| Number of Common Share Votes For     | 12,878,739 |
| Number of Common Share Votes Against | 490,803    |
| Number of Common Share Votes Abstain | 19,381     |

No other matters were voted upon at the annual meeting of shareholders.

SIGNATURE

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.

TREX COMPANY, INC.

Date: May 11, 2010

/s/ James E. Cline  
James E. Cline  
Chief Financial Officer