

TRANSCAT INC
Form 8-K
September 15, 2015

**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) **September 9, 2015**

Transcat, Inc.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

000-03905

(Commission
File Number)

16-0874418

(IRS Employer
Identification No.)

35 Vantage Point Drive, Rochester, New York

(Address of principal executive offices)

14624

(Zip Code)

Registrant's telephone number, including area code **585-352-7777**

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

At the annual meeting of shareholders of Transcat, Inc. (the Company) held on September 9, 2015, the Company's shareholders voted on the matters described below.

Proposal 1. The Company's shareholders approved an amendment to the Company's articles of incorporation, as amended, to eliminate cumulative voting in the election of directors.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 5,066,479 | 92,980 | 35,932 | 1,384,753 |

Proposal 2. The Company's shareholders did not approve an amendment to the Company's code of regulations, as amended, to declassify the board of directors.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 4,985,003 | 131,473 | 78,915 | 1,384,753 |

Proposal 3. The Company's shareholders elected the following nominees as directors, each for a three-year term expiring in 2018.

| Director Nominee | Votes For | Authority Withheld | Broker Non-Votes |
|------------------|-----------|--------------------|------------------|
| Alan H. Resnick | 4,998,999 | 195,492 | 1,384,753 |
| Lee D. Rudow | 5,119,470 | 75,321 | 1,384,753 |
| Carl E. Sassano | 4,610,517 | 584,174 | 1,384,753 |

Proposal 4. The Company's shareholders approved, on an advisory basis, the compensation of the Company's named executive officers.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 4,914,552 | 191,672 | 89,167 | 1,384,753 |

Proposal 5. The Company's shareholders ratified the selection of Freed Maxick CPAs, P.C. as the Company's independent registered public accounting firm for the fiscal year ending March 26, 2016.

| Votes For | Votes Against | Votes Abstained |
|-----------|---------------|-----------------|
| 6,509,901 | 51,188 | 19,055 |

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.

TRANSCAT, INC.

Dated: September 15, 2015

By: /s/ John J. Zimmer
John J. Zimmer
Senior Vice President of Finance and Chief Financial Officer
