

LSI INDUSTRIES INC
Form 8-K
November 17, 2017
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 Act of 1934

Date of Report (Date of earliest event reported): November 16, 2017

LSI INDUSTRIES INC.
(Exact name of Registrant as specified in its Charter)

Ohio 01-13375 31-0888951
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

10000 Alliance Road, Cincinnati, Ohio 45242
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (513) 793-3200

(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))

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 (17CFR §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.

The Annual Meeting of Shareholders of LSI Industries Inc. was held on November 16, 2017 at which the following matters were submitted to a vote of shareholders:

(a) Votes regarding the election of seven directors.

| Name | For | Withheld | Broker Non-Votes |
|-------------------|------------|-----------|------------------|
| Robert P. Beech | 15,981,293 | 5,274,289 | 3,254,152 |
| Gary P. Kreider | 16,308,349 | 4,947,233 | 3,254,152 |
| John K. Morgan | 20,088,722 | 1,166,860 | 3,254,152 |
| Wilfred T. O'Gara | 19,704,419 | 1,551,163 | 3,254,152 |
| James P. Sferra | 20,587,685 | 667,897 | 3,254,152 |
| Robert A. Steele | 19,850,159 | 1,405,423 | 3,254,152 |
| Dennis W. Wells | 19,866,076 | 1,389,506 | 3,254,152 |

(b) Votes regarding the ratification of the Audit Committee's appointment of Grant Thornton LLP as LSI's Independent Registered Public Accounting Firm for fiscal 2018.

| For | Against | Abstain |
|------------|---------|---------|
| 24,200,164 | 268,244 | 41,326 |

(c) Advisory votes on the Company's executive compensation as described in the Company's Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 18,746,692 | 2,451,152 | 57,738 | 3,254,152 |

(d) Advisory votes on the frequency of future advisory votes on compensation to be held every:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 17,610,381 | 191,585 | 3,421,086 | 32,545 | 3,254,152 |

In light of the voting results with respect to the frequency of shareholder votes on executive compensation, the Company's Board of Directors has determined that the Company will hold an annual advisory vote on the compensation of named executive officers. The Company is required to hold an advisory vote on frequency at minimum every six years.

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.

LSI INDUSTRIES INC.

BY:/s/ Howard E. Japlon

Howard E. Japlon

Executive Vice President, Human Resources & General Counsel

November 16, 2017