

MATRIX SERVICE CO
Form 8-K
November 19, 2013

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) November 14, 2013

Matrix Service Company
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

001-15461
(Commission
File Number)

73-1352174
(IRS Employer
Identification No.)

5100 E Skelly Dr., Suite 700, Tulsa, OK
(Address of Principal Executive Offices)
918-838-8822

74135
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

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 Submission of Matters to a Vote of Security Holders.

On November 14, 2013, Matrix Service Company held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”). Set forth below are the matters acted upon by the stockholders at the Annual Meeting, and the final voting results of each such proposal.

Proposal One - Election of Directors

The nominees for election to the Board of Directors were elected to serve for a term expiring at the 2014 annual meeting of stockholders or until their successors shall be duly elected and qualified. The results of the vote were as follows:

| Nominee | Votes For | Authority Withheld | Broker Non Votes |
|-----------------------|------------|--------------------|------------------|
| John R. Hewitt | 21,611,164 | 570,798 | 1,823,004 |
| Michael J. Hall | 21,589,584 | 592,378 | 1,823,004 |
| I. Edgar (Ed) Hendrix | 21,461,478 | 720,484 | 1,823,004 |
| Paul K. Lackey | 21,457,873 | 724,089 | 1,823,004 |
| Tom E. Maxwell | 21,643,589 | 538,373 | 1,823,004 |
| Jim W. Mogg | 21,760,782 | 421,180 | 1,823,004 |

Proposal Two - Ratification of Selection of Independent Registered Public Accounting Firm

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal 2014 was approved. The results of the vote were as follows:

| | |
|------------------|------------|
| For | 23,949,276 |
| Against | 4,846 |
| Abstentions | 50,844 |
| Broker Non-votes | — |

Proposal Three - Advisory Vote to Approve Named Executive Officer Compensation

The stockholders voted to approve, on an advisory basis, named executive officer compensation for fiscal 2013. The results of the vote were as follows:

| | |
|------------------|------------|
| For | 21,778,003 |
| Against | 245,366 |
| Abstentions | 158,593 |
| Broker Non-votes | 1,823,004 |

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.

Matrix Service Company

Dated: November 19, 2013

By: /s/ Kevin S. Cavanah

Kevin S. Cavanah
Vice President and Chief Financial Officer