

NEWMARKET CORP
Form 8-K
April 26, 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 26, 2018

NewMarket Corporation

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction

of incorporation)

1-32190
(Commission

File Number)

20-0812170
(I.R.S. Employer

Identification No.)

23219

**330 South Fourth Street, Richmond,
Virginia**
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (804) 788-5000

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:

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

On April 26, 2018, NewMarket Corporation (the Company) held its 2018 Annual Meeting of Shareholders. The proposals listed below were submitted to a vote of shareholders, and are described in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 13, 2018. The results are as follows:

1. The shareholders elected each of the Company's seven nominees to serve on its Board of Directors for the ensuing year, as set forth below:

| Director | Affirmative Votes | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|--------------------------|----------------------|--------------------|-------------------------|
| Phyllis L. Cothran | 9,889,690 | 315,551 | 3,881 | 859,550 |
| Mark M. Gambill | 10,121,926 | 83,217 | 3,979 | 859,550 |
| Bruce C. Gottwald | 9,952,973 | 252,299 | 3,850 | 859,550 |
| Thomas E. Gottwald | 10,096,544 | 108,978 | 3,600 | 859,550 |
| Patrick D. Hanley | 10,083,169 | 92,664 | 33,289 | 859,550 |
| H. Hiter Harris, III | 9,948,073 | 257,017 | 4,032 | 859,550 |
| James E. Rogers | 10,112,418 | 92,725 | 3,979 | 859,550 |

2. The shareholders ratified the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year ending December 31, 2017, as set forth below:

| Affirmative Votes | Votes Against | Abstentions |
|--------------------------|----------------------|--------------------|
| 10,916,960 | 147,620 | 4,092 |

3. The shareholders approved, on an advisory basis, the Company's executive compensation program for its named executive officers disclosed in the Proxy Statement, as set forth below:

| Affirmative Votes | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|----------------------|--------------------|-------------------------|
| 10,118,939 | 75,293 | 14,890 | 859,550 |

Item 8.01 Other Events.

On April 26, 2018 NewMarket Corporation (the Company) issued a press release reporting that the Company's Board of Directors had declared a dividend of \$1.75 per share of the Company's common stock, payable on July 2, 2018 to the Company's shareholders of record as of June 15, 2018. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 Press release regarding the quarterly dividend issued by the Company on April 26, 2018.

Exhibit Index

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | <u>Press release regarding the quarterly dividend issued by the Company on April 26, 2018</u> |

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.

NewMarket Corporation

April 26, 2018

By: /s/ Brian D. Paliotti

Name: Brian D. Paliotti

Title: Vice President and Chief Financial Officer