

TRIUMPH GROUP INC  
Form 8-K/A  
July 21, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 17, 2015

TRIUMPH GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-12235  (Commission File Number)	51-0347963  (IRS Employer Identification No.)
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899 Cassatt Road, Suite 210 Berwyn, Pennsylvania (Address of principal executive offices)	19312 (Zip Code)
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(610) 251-1000  
(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))

## Explanatory Note

This Form 8-K/A is being filed as an amendment (the “Amendment”) to the Current Report on Form 8-K filed by Triumph Group, Inc. (the “Company”) with the Securities and Exchange Commission on July 20, 2015 (the “Original Filing”), regarding the results from the Company’s 2015 Annual Meeting of Stockholders held on July 17, 2015. This Amendment is being filed to disclose the number of broker non-votes with respect to each of the director nominees and the advisory vote on executive compensation, which information was inadvertently omitted from the Original Filing. No other changes are being made to the Original Filing.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Triumph Group, Inc. (the “Company”) was held on July 17, 2015. The total number of shares represented at the Annual Meeting in person or by proxy was 46,071,034 of the 49,273,525 shares of common stock outstanding and entitled to vote at the Annual Meeting.

The matters that were voted upon at the Annual Meeting, and the number of votes cast for or against/withheld, as well as the number of abstentions and broker non-votes, as to such matter, where applicable, are set forth in the table below. With respect to the election of Paul Bourgon, John G. Drosdick, Ralph E. Eberhart, Richard C. Gozon, Dawne S. Hickton, Richard C. Ill, William L. Mansfield, Adam J. Palmer, Joseph M. Silvestri, and George Simpson as directors for a term ending at the Company’s next annual meeting of stockholders and until their successors are duly elected and qualified, each nominee for director received the number of votes set forth opposite his name.

Candidate	Number of Votes			
	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
Paul Bourgon	40,366,670	164,099	233,706	5,306,559
John G. Drosdick	40,390,176	140,692	233,607	5,306,559
Ralph E. Eberhart	39,746,749	784,061	233,665	5,306,559
Richard C. Gozon	40,271,271	258,940	234,264	5,306,559
Dawne S. Hickton	40,164,823	365,995	233,657	5,306,559
Richard C. Ill	39,393,349	1,136,834	234,292	5,306,559
William L. Mansfield	40,372,352	158,403	233,720	5,306,559
Adam J. Palmer	40,359,177	171,332	233,966	5,306,559
Joseph M. Silvestri	40,386,337	144,445	233,693	5,306,559
George Simpson	40,351,375	179,543	233,557	5,306,559

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On the approval, by advisory vote, of executive compensation:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
39,608,021	907,618	248,836	5,306,559

On the ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending March 31, 2016:

FOR	AGAINST	ABSTAIN
45,495,122	340,275	235,637

On the basis of the above votes: (i) Paul Bourgon, John J. Drosdick, Ralph E. Eberhart, Richard C. Gozon, Dawne S. Hickton, Richard C. Ill, William L. Mansfield, Adam J. Palmer, Joseph M. Silvestri, and George Simpson were each duly elected as directors for a term ending at the Company's next annual meeting of stockholders and until their successors are duly elected and qualified; (ii) the compensation paid to the Company's named executive officers was approved on an advisory basis; and (iii) the proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2016 was adopted.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 21, 2015

TRIUMPH GROUP, INC.

By: /s/ John B. Wright, II  
John B. Wright, II  
Vice President, General Counsel  
and Secretary