

GULF ISLAND FABRICATION INC
Form 8-K
April 26, 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 Exchange Act of 1934
Date of Report (Date of Earliest Event Reported): April 26, 2017

GULF ISLAND FABRICATION, INC.

(Exact name of registrant as specified in its charter)

Louisiana 001-34279 72-1147390
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

16225 Park Ten Place, Suite 280
Houston, Texas 77084
(Address of principal executive offices)(Zip Code)
(713) 714-6100
(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2017 annual meeting of shareholders (the “Annual Meeting”) on April 26, 2017 in Houston, Texas. At the Annual Meeting, the Company’s shareholders (i) elected each of the three persons listed below to serve as a Class II director for a term expiring in 2020, (ii) ratified the appointment of the Company’s independent registered public accounting firm for the 2017 fiscal year, (iii) approved, on an advisory basis, the compensation of the Company’s named executive officers, and (iv) approved, on an advisory basis, holding future advisory votes on the compensation of the Company’s named executive officers each year.

Of the 14,850,154 shares of the Company’s common stock outstanding as of the record date, 12,557,203 shares were represented at the Annual Meeting. The Company’s independent inspector of elections reported the vote of shareholders as follows:

Proposal 1: Election of three Class II directors.

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Gregory Cotter | 10,304,111 | 546,897 | 1,706,195 |
| Christopher Harding | 10,390,699 | 460,309 | 1,706,195 |
| John Laborde | 10,304,913 | 546,095 | 1,706,195 |

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 12,281,937 | 270,107 | 5,158 |

Proposal 3: Approval, on an advisory basis, of the compensation of the Company’s named executive officers.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,539,968 | 302,201 | 8,839 | 1,706,195 |

Proposal 4: Approval, on an advisory basis, of the frequency of future advisory votes on the compensation of the Company’s named executive officers.

| Every Year | Every 2 Years | Every 3 Years | Abstentions |
|------------|---------------|---------------|-------------|
| 8,440,670 | 36,979 | 2,357,975 | 15,384 |

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.

GULF ISLAND FABRICATION, INC.

By: /s/ Kirk J. Meche
Kirk J. Meche
President and Chief Executive Officer

Dated: April 26, 2017