

STEELCASE INC  
Form 8-K  
July 16, 2015

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

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FORM 8-K

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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 15, 2015

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STEELCASE INC.  
(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Michigan<br>(State or other jurisdiction of<br>incorporation) | 1-13873<br>(Commission File Number) | 38-0819050<br>(IRS employer identification number) |
|---|-------------------------------------|--|

|  |                     |
|--|---------------------|
| 901 44th Street SE<br>Grand Rapids, Michigan<br>(Address or principal executive offices) | 49508<br>(Zip code) |
|--|---------------------|

Registrant's telephone number, including area code: (616) 247-2710

None  
(Former address, if changed since last report)

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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)

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- 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 annual meeting of shareholders on July 15, 2015. At that meeting, shareholders voted on four proposals presented in the Company's Proxy Statement dated June 3, 2015 relating to the annual meeting. The results of the votes are as follows.

· Proposal 1: Election of eleven nominees to the Board of Directors

| Nominee              | For         |                     | Withheld  |                     | Broker<br>Non-Votes |
|----------------------|-------------|---------------------|-----------|---------------------|---------------------|
|                      | Votes       | % of<br>Total Votes | Votes     | % of<br>Total Votes |                     |
| Lawrence J. Blanford | 348,056,926 | 99.4%               | 2,114,535 | 0.6%                | 6,222,511           |
| William P. Crawford  | 348,654,078 | 99.6%               | 1,517,383 | 0.4%                | 6,222,511           |
| Connie K. Duckworth  | 348,907,764 | 99.6%               | 1,263,697 | 0.4%                | 6,222,511           |
| R. David Hoover      | 349,213,245 | 99.7%               | 958,216   | 0.3%                | 6,222,511           |
| David W. Joos        | 348,623,197 | 99.6%               | 1,548,264 | 0.4%                | 6,222,511           |
| James P. Keane       | 348,194,387 | 99.4%               | 1,977,074 | 0.6%                | 6,222,511           |
| Robert C. Pew III    | 348,704,857 | 99.6%               | 1,466,604 | 0.4%                | 6,222,511           |
| Cathy D. Ross        | 348,863,565 | 99.6%               | 1,307,896 | 0.4%                | 6,222,511           |
| Peter M. Wege II     | 347,718,931 | 99.3%               | 2,452,530 | 0.7%                | 6,222,511           |
| P. Craig Welch, Jr.  | 347,109,467 | 99.1%               | 3,061,994 | 0.9%                | 6,222,511           |
| Kate P. Wolters      | 348,673,516 | 99.6%               | 1,497,945 | 0.4%                | 6,222,511           |

There were no votes cast against or abstentions with respect to any nominee named above.

· Proposal 2: Advisory vote to approve named executive officer compensation

| For         |                     | Against   |                     | Abstentions |                     | Broker<br>Non-Votes |
|-------------|---------------------|-----------|---------------------|-------------|---------------------|---------------------|
| Votes       | % of<br>Total Votes | Votes     | % of<br>Total Votes | Votes       | % of<br>Total Votes |                     |
| 347,360,548 | 99.2%               | 2,278,182 | 0.7%                | 532,731     | 0.2%                | 6,222,511           |

· Proposal 3: Approval of the Steelcase Inc. Incentive Compensation Plan

| For         |                     | Against   |                     | Abstentions |                     | Broker<br>Non-Votes |
|-------------|---------------------|-----------|---------------------|-------------|---------------------|---------------------|
| Votes       | % of<br>Total Votes | Votes     | % of<br>Total Votes | Votes       | % of<br>Total Votes |                     |
| 347,325,230 | 99.2%               | 2,343,138 | 0.7%                | 503,093     | 0.1%                | 6,222,511           |

· Proposal 4: Ratification of independent registered public accounting firm

| For         |                     | Against   |                     | Abstentions |                     |
|-------------|---------------------|-----------|---------------------|-------------|---------------------|
| Votes       | % of<br>Total Votes | Votes     | % of<br>Total Votes | Votes       | % of<br>Total Votes |
| 354,322,702 | 99.4%               | 1,379,451 | 0.4%                | 691,819     | 0.2%                |



**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, thereunto duly authorized.

STEELCASE INC.

By: /s/ Mark T. Mossing  
Mark T. Mossing  
Corporate Controller and  
Chief Accounting Officer  
(Duly Authorized Officer and  
Principal Financial Officer)

Date: July 16, 2015