

BELDEN INC.  
Form 8-K  
May 29, 2018

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): May 24, 2018

Belden Inc.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

Delaware 001-12561 36-3601505

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

1 North Brentwood Boulevard, 15<sup>th</sup> Floor  
St. Louis, Missouri 63105

(Address of Principal Executive Offices, including Zip Code)

(314) 854-8000

(Registrant's telephone number, including area code)

n/a

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if this 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.



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

On May 24, 2018, the Belden Inc. (the “Company”) held its regular Annual Meeting of Stockholders. The stockholders considered three proposals. The results of the voting were as follows:

Proposal 1: Election of Ten Directors for a One-Year Term.

|                    | Shares Voted For | Shares Voted Against | Abstained | Broker Non-Votes |
|--------------------|------------------|----------------------|-----------|------------------|
| David Aldrich      | 38,742,100       | 242,279              | 77,841    | 861,277          |
| Lance C. Balk      | 38,463,892       | 520,482              | 77,846    | 861,277          |
| Steven W. Berglund | 38,932,019       | 52,340               | 77,861    | 861,277          |
| Diane D. Brink     | 38,956,241       | 28,229               | 77,750    | 861,277          |
| Judy L. Brown      | 38,933,183       | 51,287               | 77,750    | 861,277          |
| Bryan C. Cressey   | 38,042,136       | 942,242              | 77,842    | 861,277          |
| Jonathan C. Klein  | 38,889,051       | 95,324               | 77,845    | 861,277          |
| George Minnich     | 38,748,234       | 236,140              | 77,846    | 861,277          |
| John M. Monter     | 37,860,723       | 1,123,492            | 78,005    | 861,277          |
| John S. Stroup     | 37,893,217       | 1,091,267            | 77,736    | 861,277          |

Proposal 2: Ratification of Ernst & Young as Independent Registered Public Accountant.

|            |          |         |
|------------|----------|---------|
| For        | Against  | Abstain |
| 38,913,671 | 1931,671 | 78,155  |

Proposal 3: Advisory Vote on Executive Compensation.

|            |           |         |                  |
|------------|-----------|---------|------------------|
| For        | Against   | Abstain | Broker Non-Votes |
| 37,064,053 | 1,900,458 | 97,709  | 861,277          |

Item 8.01. Other Events.

On May 24, 2018, the Board of Directors of the Company (the “Board”) elected David J. Aldrich to serve as Lead Independent Director. Mr. Aldrich has been a director of the Company since 2007, most recently serving as Chair of the Compensation Committee, a role in which he will continue. Bryan Cressey, who has served as Lead Independent Director since 2016 and as a director since 1985, will continue to serve on the Board.

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.

BELDEN INC.

Date: May 29, 2018      By: /s/ Brian E. Anderson  
Brian E. Anderson  
Senior Vice President-Legal, General  
Counsel and Corporate Secretary