

MILLER INDUSTRIES INC /TN/
Form 8-K
May 28, 2013

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, 2013

MILLER INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Tennessee | 001-14124 | 62-1566286 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 8503 Hilltop Drive, Ooltewah, Tennessee | | 37363 |
| (Address of Principal Executive Offices) | | (Zip Code) |

Registrant's telephone number, including area code: (423) 238-4171

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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS
5.07

On Friday, May 24, 2013, Miller Industries, Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”) in Dalton, Georgia. As of the record date, April 1, 2013, there were 11,232,929 shares of common stock entitled to vote at the Annual Meeting. There were present at the Annual Meeting, in person or by proxy, holders of 9,106,378 shares representing 81.07% of the common stock entitled to vote at the Annual Meeting.

The purpose of the Annual Meeting was to elect the following directors to hold office for a term of one year. The shareholders elected all of the following directors with the vote on the matter being reflected as follows:

| Name | For | Withheld | Non-Votes |
|--------------------------|-----------|-----------|-----------|
| Theodore H. Ashford III | 7,881,949 | 1,224,429 | 0 |
| Jeffrey I. Badgley | 8,687,698 | 418,680 | 0 |
| A. Russell Chandler, III | 8,710,312 | 396,066 | 0 |
| William G. Miller | 7,461,294 | 1,645,084 | 0 |
| Richard H. Roberts | 7,136,380 | 1,969,998 | 0 |

The purpose of the meeting was also to consider and act upon a proposal to approve the Miller Industries, Inc. 2013 Non-Employee Director Stock Plan. The shareholders voted for the approval of the Miller Industries, Inc. 2013 Non-Employee Director Stock Plan with the vote on the matter being reflected as follows:

| Vote Type | Number of Votes |
|-----------|-----------------|
| For | 9,022,086 |
| Against | 76,861 |
| Abstain | 7,431 |
| Non-Votes | 0 |

The purpose of the meeting was also to vote on a non-binding resolution to approve the compensation of the Company’s named executive officers. The shareholders voted, on an advisory basis, in favor of the non-binding resolutions with the vote on the matter being reflected as follows:

| Vote Type | Number of Votes |
|-----------|-----------------|
| For | 8,399,609 |
| Against | 700,453 |
| Abstain | 6,316 |
| Non-Votes | 0 |

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.

MILLER INDUSTRIES, INC.
(Registrant)

By: /s/ Frank Madonia
Frank Madonia
Executive Vice President, General
Counsel and Secretary

Date: May 28, 2013