

WATSCO INC  
Form 8-K  
May 15, 2015

**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) May 11, 2015**

**WATSCO, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Florida**

**(State or Other Jurisdiction of Incorporation)**

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**1-5581**  
**(Commission**

**59-0778222**  
**(IRS Employer**

**File Number)**

**Identification No.)**

**2665 South Bayshore Drive, Suite 901**

**Miami, Florida 33133**

**(Address of Principal Executive Offices, Including Zip Code)**

**(305) 714-4100**

**(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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 11, 2015, Cesar L. Alvarez withdrew as a nominee for re-election to the Watsco, Inc. (the Company) Board of Directors, and Mr. Alvarez's term as a director expired at the Company's Annual Meeting of Shareholders, held on May 11, 2015 (the Annual Meeting). Mr. Alvarez's decision to withdraw as a nominee for re-election was for personal reasons and was not due to any disagreement with the Company. The Company is grateful for his service and contributions as a Board member for the past 18 years.

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

The final voting results for the proposal submitted to a vote of the Company's shareholders at the Annual Meeting is as follows:

Proposal 1. Election of Aaron J. Nahmad and Albert H. Nahmad to serve as Class B common stock directors until the Company's 2018 annual meeting of shareholders. Both Messrs. Nahmad were elected by holders of the Company's Class B common stock, voting as a single class:

| Nominee                      | Votes For         | Votes Withheld | Broker Non-Votes |
|------------------------------|-------------------|----------------|------------------|
| <b>Class B Common Stock:</b> |                   |                |                  |
| Aaron J. Nahmad              | <b>46,697,250</b> | <b>424,720</b> |                  |
| Albert H. Nahmad             | <b>46,697,250</b> | <b>424,720</b> |                  |

**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.

**WATSCO, INC.**

Dated: May 15, 2015

By: /s/ Ana M. Menendez  
Ana M. Menendez,  
Chief Financial Officer