

SIFCO INDUSTRIES INC  
Form 8-K  
January 30, 2014

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) January 28, 2014

SIFCO Industries, Inc.  
(Exact name of registrant as specified in its charter)

|  |                                    |  |
|--|------------------------------------|--|
| Ohio<br>(State or other jurisdiction of incorporation or organization)           | 1-5978<br>(Commission File Number) | 34-0553950<br>(I.R.S. Employer Identification No.) |
| 970 East 64th Street, Cleveland Ohio<br>(Address of principal executive offices) |                                    | 44103<br>(Zip Code)                                |

Registrant's telephone number, including area code: (216) 881-8600

(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 communication 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))



## Section 5 – Corporate Governance and Management

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

On January 28, 2014, the Company held its Annual Meeting of shareholders. The following matters set forth in our definitive proxy statement on Schedule 14A dated December 13, 2013 and filed with the Securities and Exchange Commission were voted on at our annual meeting of shareholders and the results of such voting is indicated below.

<sup>1</sup> The seven (7) nominees listed below were elected as directors of the Company, each to serve on the Board of Directors until the Company's Annual Meeting in 2015, with the respective votes set forth opposite their names:

| Name of Director     | Votes For | Votes Withheld | Non Votes |
|----------------------|-----------|----------------|-----------|
| Jeffrey P. Gotschall | 4,690,104 | 72,673         | 440,374   |
| Michael S. Lipscomb  | 4,701,497 | 61,280         | 440,374   |
| Donald C. Molten Jr. | 4,679,927 | 82,850         | 440,374   |
| John G. Chapman, Sr. | 4,679,330 | 83,447         | 440,374   |
| Alayne L. Reitman    | 4,691,814 | 70,963         | 440,374   |
| Norman E. Wells, Jr. | 4,681,464 | 81,313         | 440,374   |
| Hudson D. Smith      | 4,708,416 | 54,361         | 440,374   |

<sup>2</sup> Ratify the designation of Grant Thornton LLP as the independent registered public accounting firm of the Company for fiscal 2014. Voting results on this proposal were as follows:

|         |           |
|---------|-----------|
| For     | 5,128,021 |
| Against | 33,298    |
| Abstain | 41,832    |

<sup>3</sup> To cast a non-binding advisory vote on executive compensation (say-on-pay). Voting results on this proposal were as follows:

|          |           |
|----------|-----------|
| For      | 4,719,591 |
| Against  | 29,182    |
| Abstain  | 14,003    |
| Non-vote | 440,375   |

<sup>4</sup> To vote on the frequency for holding the non-binding advisory vote on say-on-pay (every one, two or three years). Voting results on this proposal were as follows:

|             |           |
|-------------|-----------|
| Three years | 364,623   |
| Two years   | 3,283,071 |
| One year    | 1,060,096 |
| Abstain     | 54,986    |
| Non-vote    | 440,375   |

5. To amend Articles II, III and X of our Code of Regulations. Voting results on this proposal were as follows:

|         |           |
|---------|-----------|
| For     | 4,466,596 |
| Against | 694,818   |
| Abstain | 41,736    |

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIFCO Industries, Inc.  
(Registrant)

SIFCO Industries, Inc.  
(Registrant)

Date: January 30, 2014

/s/ Catherine M. Kramer  
Catherine M. Kramer  
Vice President – Finance and Chief Financial Officer  
(Principal Financial Officer)