

GORMAN RUPP CO  
Form 8-K  
May 02, 2016

**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 2, 2016**

**THE GORMAN-RUPP COMPANY**  
**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-6747**  
**(Commission**  
  
**File Number)**

**34-0253990**  
**(IRS Employer**  
  
**Identification No.)**

**600 South Airport Road**

**Mansfield, Ohio**  
**(Address of principal executive offices)**

**44903**  
**(Zip Code)**

**(419) 755-1011**

**(Registrant's telephone number, including area code)**

**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))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition**

On April 28, 2016, The Gorman-Rupp Company (the Company) issued a news release announcing its financial results for the first quarter ended March 31, 2016. This news release is included as Exhibit 99.1 and is being furnished, not filed, with this Current Report on Form 8-K.

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

The annual meeting of the shareholders of the Company was held on April 28, 2016 in Mansfield, Ohio ( Annual Meeting ). As of the record date, there were a total of 26,083,623 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 21,758,440 shares of Common Stock were represented in person or by proxy; therefore, a quorum was present. Set forth below are the matters acted upon by the Company's shareholders at the Annual Meeting and the final voting results on each such matter.

1. Fix the number of Directors of the Company at eight and to elect eight Directors to hold office until the next Annual Meeting of Shareholders and until their successors are elected and qualified. The voting results were as follows:

|                     | For        | Withheld | Broker Non-Votes |
|---------------------|------------|----------|------------------|
| James C. Gorman     | 18,696,143 | 126,931  | 2,935,366        |
| Jeffrey S. Gorman   | 18,717,837 | 105,237  | 2,935,366        |
| M. Ann Harlan       | 18,710,505 | 112,569  | 2,935,366        |
| Thomas E. Hoaglin   | 18,374,203 | 448,871  | 2,935,366        |
| Christopher H. Lake | 18,660,101 | 162,973  | 2,935,366        |
| Kenneth R. Reynolds | 18,719,686 | 103,388  | 2,935,366        |
| Rick R. Taylor      | 18,701,414 | 121,660  | 2,935,366        |
| W. Wayne Walston    | 18,403,505 | 419,569  | 2,935,366        |

2. Approve and adopt The Gorman-Rupp Company 2016 Non-Employee Directors Compensation Plan. The voting results were as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 17,507,789 | 1,140,673 | 174,612 | 2,935,366        |

3. Approve, on an advisory basis, the compensation of the Company's named Executive Officers. The voting results were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 18,476,633 | 169,374 | 177,067 | 2,935,366        |

4. Ratify the appointment of Ernst & Young LLP as independent registered public accountants for the Company during the year ending December 31, 2016. The voting results were as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 21,456,427 | 114,013 | 188,000 |

**Item 9.01. Financial Statements and Exhibits**

- (d) Exhibits

Exhibit 99.1 News Release dated April 28, 2016

**Signature**

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.

THE GORMAN-RUPP COMPANY

By: /s/ Brigitte A. Burnell  
Brigitte A. Burnell  
General Counsel and Corporate Secretary

May 2, 2016

**Exhibit Index**

| Exhibit<br>Number | Description                       |
|-------------------|-----------------------------------|
| 99.1              | News Release dated April 28, 2016 |