

SYKES ENTERPRISES INC  
Form 8-K  
May 22, 2018

**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 22, 2018**

Sykes Enterprises, Incorporated

(Exact name of registrant as specified in its charter)

|  |                                     |   |
|--|-------------------------------------|---|
| Florida<br>(State or other jurisdiction<br>of incorporation) | 0-28274<br>(Commission File Number) | 56-1383460<br>(IRS Employer<br>Identification<br>No.) |
|--|-------------------------------------|---|

400 N. Ashley Drive, Suite 2800, Tampa, **33602**

|   |            |
|---|------------|
| Florida<br>(Address of principal executive offices)                       | (Zip Code) |
| Registrant's telephone number, including area code: <b>(813) 274-1000</b> |            |

(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:

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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.

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

Three proposals described fully in the 2018 Proxy Statement of Sykes Enterprises, Incorporated (the Company), were presented for approval at the Company's 2018 Annual Meeting of Shareholders (the Annual Meeting) held on May 22, 2018. As of the record date, 42,496,818 shares of common stock were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 37,821,917 shares of common stock, or 89.0%, were represented in person or by proxy; therefore, a quorum was present.

The shareholders of the Company voted on the following three matters:

**Proposal 1: Election of Directors**

There were three Class III and one recently created additional Class II director positions up for election at the Annual Meeting. The following persons were nominated and elected to serve as directors of the Company until the 2021 Annual Meeting of Shareholders: Charles E. Sykes, William J. Meurer and Vanessa C.L. Chang. W. Mark Watson was nominated and elected to serve as a Class II director of the Company until the 2019 Annual Meeting of Shareholders. The voting results for each nominee were as follows:

| Name               | Votes For  | Against   | Abstain | Broker Non-Votes |
|--------------------|------------|-----------|---------|------------------|
| Charles E. Sykes   | 36,030,498 | 296,225   | 2,146   | 1,493,048        |
| William J. Meurer  | 35,662,714 | 662,123   | 4,032   | 1,493,048        |
| Vanessa C.L. Chang | 34,811,123 | 1,513,614 | 4,132   | 1,493,048        |
| W. Mark Watson     | 36,175,103 | 141,699   | 12,067  | 1,493,048        |

**Proposal 2: Advisory Vote to Approve Executive Compensation**

The proposal to approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers, as disclosed in the 2018 Proxy Statement, received the following votes:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 34,883,901 | 1,387,876 | 57,092  | 1,493,048        |

**Proposal 3: Ratification of the Appointment of Independent Registered Public Accounting Firm**

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm to audit the consolidated financial statements of the Company for the year ending December 31, 2018 and the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, and express an opinion thereon, as disclosed in the 2018 Proxy Statement, received the following votes:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 37,490,854 | 300,413 | 30,650  | -                |

**SIGNATURE**

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, thereunto duly authorized.

**SYKES ENTERPRISES,  
INCORPORATED**

By: /s/ John Chapman  
John Chapman  
Executive Vice President and

Chief Financial Officer

Date: May 22, 2018