

BARNES GROUP INC  
Form 8-K  
May 04, 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 4, 2018

**BARNES GROUP INC.**  
(Exact name of registrant as specified in its charter)

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

**1-4801**  
(Commission File Number)

**06-0247840**  
(I.R.S. Employer Identification No.)

**123 Main Street, Bristol, Connecticut**  
(Address of principal executive offices)

**06010**  
(Zip Code)

**(860) 583-7070**  
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:

- 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.

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

Below are the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting held on May 4, 2018:

(1) Election of directors:

| <b>Director</b>      | <b>For A Term Expiring In</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|-------------------------------|------------------|-----------------------|-------------------------|
| Thomas O. Barnes     | 2019                          | 46,237,172       | 641,182               | 2,988,576               |
| Elijah K. Barnes     | 2019                          | 40,389,389       | 6,486,738             | 2,988,576               |
| Gary G. Benanav      | 2019                          | 46,132,536       | 738,712               | 2,988,576               |
| Patrick J. Dempsey   | 2019                          | 46,537,032       | 340,512               | 2,988,576               |
| Richard J. Hipple    | 2019                          | 46,701,667       | 171,592               | 2,988,576               |
| Thomas J. Hook       | 2019                          | 46,640,234       | 232,440               | 2,988,576               |
| Mylle H. Mangum      | 2019                          | 46,174,757       | 697,702               | 2,988,576               |
| Hans-Peter Männer    | 2019                          | 46,489,551       | 385,285               | 2,988,576               |
| Hassell H. McClellan | 2019                          | 46,409,986       | 463,210               | 2,988,576               |
| William J. Morgan    | 2019                          | 46,222,637       | 651,006               | 2,988,576               |
| Anthony V. Nicolosi  | 2019                          | 46,596,654       | 217,154               | 2,988,576               |
| JoAnna L. Sohovich   | 2019                          | 46,729,313       | 146,085               | 2,988,576               |

(2) Advisory vote for the resolution to approve the Company's executive compensation:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 46,121,837       | 617,415              | 147,300            | 2,988,576               |

(3) Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for 2018:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 46,187,721       | 1,521,376            | 166,031            | 0                       |

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**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.

Dated: May 4, 2018

BARNES GROUP INC.  
(Registrant)

By

/s/ Peter A. Gutermann  
Peter A. Gutermann  
Senior Vice President, General Counsel and Secretary

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