

DYCOM INDUSTRIES INC
Form 8-K
November 22, 2016

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): November 22, 2016

DYCOM
INDUSTRIES,
INC.

(Exact name of Registrant as specified in its charter)

Florida

001-10613

59-1277135

(State or other jurisdiction of
incorporation)

(Commission file number)

(I.R.S. employer identification
no.)

11780 U.S. Highway One, Suite 600,
Palm Beach Gardens, Florida 33408
(Address of principal executive offices) (Zip
Code)

(561) 627-7171

(Registrant's telephone number, including area
code)

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of Dycom Industries, Inc. (the “Company”) held on November 22, 2016, three proposals were voted upon by the Company’s shareholders. The proposals are described in detail in the Company’s definitive proxy statement for the Annual Meeting filed on October 13, 2016. At the Annual Meeting, the Company’s shareholders:

- 1) elected Eitan Gertel and Anders Gustafsson to serve as directors until the Company’s fiscal 2019 Annual Meeting;
- 2) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditor for fiscal 2017; and
- 3) approved, on an advisory basis, the Company’s executive compensation.

Set forth below are the voting results for each matter submitted to a vote:

Proposal 1. Election of directors to serve until the Company’s fiscal 2019 Annual Meeting of Shareholders:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Eitan Gertel | 25,625,352 | 120,453 | 3,734,333 |
| Anders Gustafsson | 25,636,100 | 109,477 | 3,734,333 |

Proposal 2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditor for fiscal 2017:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 29,684,269 | 44,288 | 99,395 | — |

Proposal 3. Approval, by non-binding advisory vote, of the compensation of the Company’s named executive officers:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 25,692,994 | 270,667 | 129,958 | 3,734,333 |

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.

Dated: November 22, 2016

DYCOM INDUSTRIES, INC.

(Registrant)

By: /s/ Richard B. Vilsoet

Name: Richard B. Vilsoet

Title: Vice President, General Counsel and Corporate Secretary