

KEY TRONIC CORP  
Form 8-K  
October 28, 2013

EFFECTIVE OCTOBER 24, 2013  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) October 24, 2013

Key Tronic Corporation  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Washington<br>(State or other jurisdiction<br>of incorporation) | 0-11559<br>(Commission<br>File Number) | 91-0849125<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                     |
|---|---------------------|
| 4424 North Sullivan Road,<br>Spokane Valley, Washington<br>(Address of principal executive offices) | 99216<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code (509) 928-8000  
(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 provision (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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Shareholders was held on October 24, 2013 at which shareholders voted on proposals as follows:

|   | Votes For | Votes Against or Withheld | Votes Abstained           | Broker Non-Votes |                  |
|---|-----------|---------------------------|---------------------------|------------------|------------------|
| Proposal 1: Election of Directors:  |           |                           |                           |                  |                  |
| James R. Bean   | 6,412,856 | 193,239                   | —                         | 2,624,193        |                  |
| Craig D. Gates  | 6,466,517 | 139,578                   | —                         | 2,624,193        |                  |
| Ronald F. Klawitter   | 6,129,129 | 476,966                   | —                         | 2,624,193        |                  |
| Yacov A. Shamash  | 6,498,305 | 107,790                   | —                         | 2,624,193        |                  |
| Patrick Sweeney   | 6,498,786 | 107,309                   | —                         | 2,624,193        |                  |
| Advisory vote to approve the compensation of the Company's named executive officers as disclosed in "Compensation Discussion and Analysis" and "Executive Compensation" in the Proxy Statement. | 6,184,831 | 138,647                   | 282,617                   | 2,624,193        |                  |
| Proposal 3: Advisory vote on the future frequency of an advisory vote on executive compensation.  | 4,195,126 | 52,938                    | 2,328,302                 | 29,729           |                  |
|   | One Year  | Two Years                 | Three Years               | Abstain          | Broker Non-Votes |
| Proposal 4: Ratification of Appointment of BDO USA, LLP as independent auditors for fiscal year 2014.   |           | Votes For                 | Votes Against or Withheld | Votes Abstained  |                  |
|   |           | 9,131,272                 | 38,262                    | 60,754           |                  |

**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.

**KEY TRONIC CORPORATION**  
(Registrant)

Date: October 25, 2013

By: /s/ Ronald F. Klawitter  
Ronald F. Klawitter, Executive Vice President  
of Administration, CFO and Treasurer