

LINDSAY CORP
Form 8-K
December 19, 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): December 18, 2018

LINDSAY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of

Incorporation)

1-13419
(Commission

File Number)

47-0554096
(IRS Employer

Identification Number)

2222 North 111th Street

Omaha, Nebraska
(Address of principal executive offices)

(402) 829-6800

68164
(Zip Code)

(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.

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

On December 18, 2018, Lindsay Corporation (the Company) held its annual meeting of stockholders (the December 2018 Annual Meeting). A total of 9,377,926 shares of the Company's common stock, or 87.18% of the 10,757,318 shares entitled to vote, were represented in person or by proxy at the December 2018 Annual Meeting.

The final results for each of the matters submitted to a stockholder vote at the December 2018 Annual Meeting are set forth below.

1. The stockholders elected three directors with terms expiring in December 2021, based on the following voting results:

| | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------------|------------------|-----------------------|-------------------------|
| Election of Directors | | | |
| Mary A. Lindsey | 8,693,944 | 33,784 | 650,198 |
| Consuelo E. Madere | 8,704,622 | 23,106 | 650,198 |
| Michael C. Nahl | 8,677,822 | 49,906 | 650,198 |

2. The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending August 31, 2019, based on the following voting results:

| | Votes For | Votes Against | Abstentions |
|--|------------------|----------------------|--------------------|
| Ratification of Independent Registered Public Accounting Firm | 9,308,911 | 66,269 | 2,746 |

3. The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, based on the following voting results:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------------|----------------------|--------------------|-------------------------|
| Advisory Vote on Executive Compensation | 8,041,626 | 665,823 | 20,279 | 650,198 |

Item 7.01. Regulation FD Disclosure.

A copy of the press release announcing Ms. Lindsey's election to the Company's Board of Directors is furnished herewith as Exhibit 99.1 and is hereby incorporated by reference into this Item 7.01. In accordance with General Instruction B.2 of Form 8-K, the information contained in this Item 7.01 and the press release are being furnished under Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to liabilities of that section, nor shall such information and exhibit be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

99.1 Press Release, dated December 18, 2018, issued by the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 19, 2018

LINDSAY CORPORATION

By: /s/ Brian L. Ketcham
Brian L. Ketcham, Vice President and Chief
Financial Officer