

UNIVERSAL TECHNICAL INSTITUTE INC

Form 8-K

March 01, 2019

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): February 28, 2019

Universal Technical Institute, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

1-31923

86-0226984

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

16220 North Scottsdale Road, Suite 500, Scottsdale, Arizona

85254

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code: 623-445-9500

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.

The Company held its Annual Meeting of Stockholders on February 28, 2019.

The stockholders elected each of the three nominees as Class III Directors to serve a three-year term ending in 2022, or until the Director's successor is duly elected and qualified:

| Director              | Affirmative Votes |           | Votes    |           | Broker |
|-----------------------|-------------------|-----------|----------|-----------|--------|
|                       | Votes             | Against   | Withheld | Non-Votes |        |
| Dr. Roderick R. Paige | 17,841,656        | 1,301,119 | 3,428    | 4,215,556 |        |
| Kenneth R. Trammell   | 18,446,374        | 693,982   | 5,847    | 4,215,556 |        |
| John C. White         | 18,314,322        | 829,728   | 2,153    | 4,215,556 |        |

The stockholders ratified the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending September 30, 2019:

| Affirmative Votes | Votes   | Broker   |           |
|-------------------|---------|----------|-----------|
| Votes             | Against | Withheld | Non-Votes |
| 23,301,951        | 57,363  | 2,445    | —         |

**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.

Universal Technical Institute, Inc.

March 1, 2019 By: /s/ Chad A. Freed

Name: Chad A. Freed

Title: General Counsel, Executive Vice President of Corporate Development