

POOL CORP
Form 8-K
May 03, 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 3, 2018 (May 2, 2018)

POOL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 0-26640 36-3943363
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

109 Northpark Boulevard, Covington, Louisiana 70433-5001
(Address of principal executive offices) (Zip Code)

985-892-5521
(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 obligations 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))

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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.

(a) Annual Meeting of Stockholders

The Annual Meeting of Stockholders of Pool Corporation was held on May 2, 2018.

(b) Voting Results

Stockholders elected seven directors to serve a one-year term or until their successors are elected and qualified. The final votes with respect to each director were as follows:

| | Number of Shares | | | Broker Non-Votes |
|----------------------------|------------------|-----------|---------|---------------------|
| | For | Withheld | Abstain | |
| Andrew W. Code | 34,628,398 | 1,504,581 | 5,110 | 2,125,791 |
| Timothy M. Graven | 32,313,485 | 3,819,497 | 5,107 | 2,125,791 |
| Manuel J. Perez de la Mesa | 35,541,621 | 364,978 | 231,490 | 2,125,791 |
| Harlan F. Seymour | 32,021,535 | 4,111,310 | 5,244 | 2,125,791 |
| Robert C. Sledd | 34,683,967 | 1,447,907 | 6,215 | 2,125,791 |
| John E. Stokely | 29,877,676 | 5,462,830 | 797,583 | 2,125,791 |
| David G. Whalen | 35,858,959 | 273,769 | 5,361 | 2,125,791 |

Stockholders ratified the retention of Ernst & Young LLP, certified public accountants, as our independent registered public accounting firm for the fiscal year ending December 31, 2018. The final votes were as follows:

| Number of Shares | | | | Broker Non-Votes |
|------------------|---------|---------|---|---------------------|
| For | Against | Abstain | | |
| 37,881,443 | 279,980 | 102,457 | — | |

Stockholders approved, on an advisory and non-binding basis, the compensation of our named executive officers (the say-on-pay vote). The final votes were as follows:

| Number of Shares | | | | Broker Non-Votes |
|------------------|---------|---------|--|---------------------|
| For | Against | Abstain | | |
| 35,909,667 | 188,358 | 40,064 | | 2,125,791 |

Item 7.01 Regulation FD Disclosure.

On May 3, 2018, Pool Corporation issued the press release included herein as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Press release issued by Pool Corporation on May 3, 2018, announcing additional authorization under the share 99.1 repurchase program, the declaration of an increased quarterly cash dividend and the voting results of its annual meeting.

SIGNATURE

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.

POOL
CORPORATION

By: /s/ Mark W. Joslin
Mark W. Joslin
Senior Vice
President and Chief
Financial Officer

Dated: May 3, 2018