

AAON INC  
Form 8-K  
May 20, 2015

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 19, 2015

AAON, INC.

(Exact name of Registrant as Specified in Charter)

Nevada

0-18953

87-0448736

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number: )

(IRS Employer Identification No.)

2425 South Yukon, Tulsa, Oklahoma  
(Address of Principal Executive  
Offices)

74107

(Zip Code)

(Registrant's telephone number, including area code): (918) 583-2266

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 19, 2015, immediately following the Annual Meeting of Stockholders (the "Annual Meeting") of AAON, Inc. (the "Company"), Joseph E. Cappy retired from the Company's Board of Directors. Mr. Cappy's decision to retire from the Board is not as a result of any disagreement with the Company. Additionally, Gary D. Fields was elected to the Board of Directors (as disclosed in Item 5.07 below). Mr. Fields was also appointed as a member of the Compensation Committee and Governance Committee. Additionally, the Company announced certain other changes to its Board of Directors, as disclosed in Item 8.01 below. A copy of the Company's press release reporting these changes is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

On May 19, 2015, the Company held its Annual Meeting. At the Annual Meeting, the Company's stockholders (i) elected each of the nominees listed below to the Company's Board of Directors to serve until the 2018 Annual Meeting of Stockholders or until their respective successors are elected and qualified and (ii) ratified the selection of Grant Thornton, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. The final results for the votes regarding each proposal are set forth below.

(i) The voting results with respect to the election of each director were as follows:

| Nominees:            | For        | Against | Withheld  | Broker Non-Votes |
|----------------------|------------|---------|-----------|------------------|
| Norman H. Asbjornson | 46,392,971 | —       | 1,056,025 | 4,488,334        |
| Gary D. Fields       | 47,022,592 | —       | 426,404   | 4,488,334        |

(ii) The voting results with respect to the ratification of the selection of Grant Thornton, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 were as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 50,561,098 | 1,305,590 | 70,642  | —                |

Item 8.01 Other Events.

The Company today announced that John B. Johnson, Jr., Director and Secretary, passed away on May 18, 2015. In light of Mr. Johnson's passing, the Board reduced its size from seven members to six.

The Company today announced that, at its May 19, 2015 meeting following the Annual Meeting, its Board of Directors declared a regular semi-annual cash dividend of \$0.11 per share. The dividend will be paid to stockholders of record as of the close of business on June 12, 2015, with a payment date of July 1, 2015.

The Company also announced today, that its Board of Directors has authorized the Company, under the stock buyback program adopted in May 2010, to designate an additional 2.75 million shares as eligible to be repurchased. Under the terms of the Company's plan, purchases may be made from time to time in the open market or through privately negotiated transactions at prevailing market prices, depending on market conditions. All shares purchased will be restored to the status of authorized but unissued stock.

A copy of the Company's press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

99.1

Press release dated May 20, 2015 announcing semi-annual cash dividend, increase in stock buyback program and changes to the Board of Directors.

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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.

AAON, INC.

Date: May 20, 2015

By: /s/ Luke A. Bomer  
Luke A. Bomer, Secretary