

CARPENTER TECHNOLOGY CORP

Form 8-K

October 12, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): **October 11, 2016**

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**CARPENTER TECHNOLOGY CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of or other jurisdiction of  
incorporation)

**1-5828**  
(Commission File Number)

**23-0458500**  
(IRS Employer I.D. No.)

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**P.O. Box 14662**  
**Reading, Pennsylvania**  
(Address of principal executive  
offices)

**19612-4662**  
(Zip Code)

**(610) 208-2000**

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

The Annual Meeting of Stockholders (the Annual Meeting) of Carpenter Technology Corporation (the Company) was held on October 11, 2016. The following matters were voted on by the Company's stockholders at the Annual Meeting and the final voting results for each matter are provided below.

**Proposal No. 1 - Election of Three Directors.** The following nominees were elected to the Board of Directors for a term expiring in 2019:

| Nominee              | Votes For  | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| I. Martin Inglis     | 40,402,516 | 581,669        | 3,058,649        |
| Kathryn C. Turner    | 40,345,724 | 638,461        | 3,058,649        |
| Stephen M. Ward, Jr. | 40,334,476 | 649,709        | 3,058,649        |

**Proposal No. 2 - Approval of Appointment of Independent Registered Public Accounting Firm.** The Company's stockholders approved the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2017:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 43,681,843 | 274,805       |         | 86,906           |

**Proposal No. 3 - Approval of the Compensation of the Company's Named Officers, in an Advisory Vote.** The Company's stockholders approved the compensation of the Company's named officers, in an advisory vote:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 40,195,348 | 711,309       | 77,528  | 3,058,649        |

**Proposal No. 4 - Approval of the amended and restated Stock-Based Compensation Plan for Officers and Key Employees.** The Company's stockholders approved the amended and restated Stock-Based Incentive Compensation Plan for Officers and Key Employees:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 33,041,480 | 7,866,099     | 76,606  | 3,058,649        |

**Proposal No. 5 - Approval of the amended and restated Executive Bonus Compensation Plan.** The Company's stockholders approved the amended and restated Executive Bonus Compensation Plan:

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| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 40,207,417       | 693,150              | 83,618         | 3,058,649               |

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.

CARPENTER TECHNOLOGY CORPORATION

By

/s/ James D. Dee

James D. Dee

Vice President, General Counsel and Secretary

Date: October 12, 2016