

MODINE MANUFACTURING CO
Form 8-K
July 25, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): July 21, 2016

Modine Manufacturing Company

(Exact name of registrant as specified in its charter)

Wisconsin

1-1373

39-0482000

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

1500 DeKoven Avenue, Racine, Wisconsin 53403

Address of principal executive offices Zip Code

Registrant's telephone number, including area code: (262) 636-1200

(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 (See General Instruction A.2. below):

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))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 5.07 Submission of Matters to a Vote of Security Holders

Election of Directors

On July 21, 2016, the shareholders of Modine Manufacturing Company voted to elect David G. Bills, Thomas A. Burke, and Charles P. Cooley to serve as directors until the 2019 Annual Meeting of Shareholders and until their successors are duly elected and qualified. The results of the vote were as follows:

Director	For	Against	Abstain	Broker Non-Votes
David G. Bills	37,152,046	827,638	104,786	4,632,221
Thomas A. Burke	37,085,391	954,922	44,157	4,632,221
Charles P. Cooley	36,816,642	1,161,542	106,286	4,632,221

Approval of Advisory Vote on Named Executive Officer Compensation (Say on Pay)

The shareholders approved the advisory vote on named executive officer compensation. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
36,235,827	1,695,959	152,684	4,632,221

Ratification of Independent Registered Public Accounting Firm

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. The results of the vote were as follows:

For	Against	Abstain
41,072,999	1,572,354	71,338

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.

Modine Manufacturing Company

By: /s/ Margaret C. Kelsey
Margaret C. Kelsey
Vice President, Legal and Corporate Communications,
General Counsel and Secretary

Date: July 25, 2016