

STERLING CONSTRUCTION CO INC  
Form 8-K  
May 12, 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 8, 2015

STERLING CONSTRUCTION COMPANY, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or  
organization)

1-31993  
(Commission File Number)

25-1655321  
(I.R.S. Employer  
Identification No.)

1800 Hughes Landing Blvd.  
The Woodlands, Texas  
(Address of principal executive offices)

77380  
(Zip Code)

Registrant's telephone number, including area code: (281) 214-0800

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 142-2(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 5.07 Submission of Matters to a Vote of Security Holders.

Date of Meeting: May 8, 2015

Type of Meeting: Annual Meeting of Stockholders

| Matters Voted on:   | For        | Against   | Abstain | Broker<br>Non-Votes |
|---|------------|-----------|---------|---------------------|
| Election of Directors:  |            |           |         |                     |
| Richard O. Schaum   | 13,013,545 | 123,283   | 37,093  | 3,750,874           |
| Milton L. Scott   | 12,701,419 | 435,377   | 37,125  | 3,750,874           |
| Paul J. Varello   | 12,961,845 | 210,153   | 1,923   | 3,750,874           |
| Approval of a one-time stock plan for the<br>Chief Executive Officer.   | 12,676,550 | 260,265   | 237,106 | 3,750,874           |
| Ratification of the selection of Grant<br>Thornton LLP as the Company's<br>independent registered public accounting<br>firm for 2015. | 15,904,502 | 1,009,415 | 10,878  | -0-                 |
| Approval of named executive officer<br>compensation (an advisory vote)  | 12,579,278 | 288,943   | 305,700 | 3,750,874           |

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.

Date: May 12, 2015

Sterling Construction  
Company, Inc.

/s/ Roger M. Barzun  
Roger M. Barzun

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