

MOOG INC.  
Form 8-K  
February 21, 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): February 14, 2018

MOOG INC.  
(Exact name of registrant as specified in its charter)  
New York 1-5129 16-0757636  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation) File Number) Identification No.)

East Aurora, New York 14052-0018  
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (716) 652-2000

N/A  
(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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 14, 2018, the Board of Directors of Moog Inc. (the “Company”) adopted Amendment No. 1 (the “Amendment”) to the By-Laws of the Company (the “By-Laws”). The Amendment, which is effective immediately, added the following language to the By-Laws as a new Article XIV:

ARTICLE XIV

EXCLUSIVE FORUM

Section 14.01. EXCLUSIVE FORUM. Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer or other employee of the Corporation to the Corporation or the Corporation’s shareholders, (iii) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the New York Business Corporation Law or the Certificate of Incorporation or these By-Laws (as either may be amended from time to time), or (iv) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine, shall be a state court located within the County of Erie in the State of New York (or, if no state court located within the County of Erie in the State of New York has jurisdiction, the U.S. District Court for the Western District of New York (Buffalo Division)).

Amendment No. 1 to the By-Laws is set forth in Exhibit 3.1 hereto and is incorporated herein by reference  
Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Company’s Annual Meeting of Shareholders was held on February 14, 2018 (the "2018 Annual Meeting").

The following matters were submitted to a vote of security holders at the 2018 Annual Meeting. In accordance with the Company’s Restated Certificate of Incorporation, on matters relating to the election of directors the holders of

(b) Class A shares and the holders of Class B shares each vote as a separate class. Each Class A share is entitled to one-tenth vote per share and each Class B share is entitled to one vote per share. The final results reported below reflect such vote.

(i) The nominees to the Board of Directors were elected based on the following votes:

| Nominee                                       | For       | Authority Withheld | Broker Non-Votes |
|---|-----------|--------------------|------------------|
| Class B                                       |           |                    |                  |
| Donald R. Fishback<br>(term expiring 2021)    | 3,726,008 | 74,055             | 277,977          |
| William G. Gisel, Jr.<br>(term expiring 2021) | 3,725,376 | 74,687             | 277,977          |
| Brian J. Lipke<br>(term expiring 2021)        | 3,720,656 | 79,407             | 277,977          |

The terms of the following directors continued after the 2018 Annual Meeting:

| Name | Expiration of Term |
|------|--------------------|
|------|--------------------|

Class B

|                     |      |
|---------------------|------|
| Peter J. Gundermann | 2019 |
|---------------------|------|

|                         |      |
|-------------------------|------|
| Brenda L. Reichelderfer | 2020 |
|-------------------------|------|

|                  |      |
|------------------|------|
| John R. Scannell | 2020 |
|------------------|------|

Class A

|                 |      |
|-----------------|------|
| Kraig H. Kayser | 2020 |
|-----------------|------|

|                     |      |
|---------------------|------|
| R. Bradley Lawrence | 2019 |
|---------------------|------|

The Company's Class A shareholders and Class B shareholders, voting together as a single class in a non-binding (ii) advisory vote, approved the compensation of the Company's named executive officers based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

|           |         |         |         |
|-----------|---------|---------|---------|
| 6,448,496 | 174,742 | 158,777 | 426,439 |
|-----------|---------|---------|---------|

The Company's Class A shareholders and Class B shareholders, voted together as a single class in a non-binding (iii) advisory vote on the frequency of the shareholder advisory vote on executive compensation. The advisory vote was as follows:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|----------|-----------|-------------|---------|------------------|
|----------|-----------|-------------|---------|------------------|

|           |         |           |         |         |
|-----------|---------|-----------|---------|---------|
| 2,447,005 | 149,381 | 4,021,523 | 164,106 | 426,439 |
|-----------|---------|-----------|---------|---------|

The Company's Class A shareholders and Class B shareholders, voting together as a single class, ratified the (iv) appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2018 fiscal year based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

|           |         |     |        |
|-----------|---------|-----|--------|
| 7,053,446 | 117,737 | 113 | 37,158 |
|-----------|---------|-----|--------|

At the 2018 Annual Meeting, our shareholders cast the greatest number of advisory votes in favor of "three years" as the frequency of future advisory votes on the compensation of the Company's named executive officers. In light of this advisory vote, which was consistent with the recommendation of the Board of Directors on the matter, the (d) Company will include an advisory vote on the compensation of its named executive officers in its proxy materials every three years until the next required vote on the frequency of such advisory vote. The next such required vote is at the Company's 2024 Annual Meeting.

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

3.1 Amendment No. 1 to the By-Laws of the Company.

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.

MOOG INC.

Dated: February 21, 2018 By: /s/ Donald R. Fishback  
Name: Donald R. Fishback  
Vice President,  
Chief Financial Officer

---

EXHIBIT INDEX

Exhibit Description

3.1 Amendment No. 1 to the By-Laws of the Company.