

LANDSTAR SYSTEM INC
Form 8-K
May 25, 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) May 25, 2018 (May 22, 2018)

LANDSTAR SYSTEM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

021238
(Commission)

06-1313069
(I.R.S. Employer)

| of incorporation) | File Number) | Identification No.) |
|--|-----------------------|-----------------------------------|
| 13410 Sutton Park Drive South, Jacksonville, Florida (Address of principal executive offices) | (904) 398-9400 | 32224 (Zip Code) |

(Registrant's telephone number, including area code)

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:

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 5.07 Submission of Matters to a Vote of Security Holders

Landstar System, Inc. (the Company) held its Annual Meeting of Stockholders (the 2018 Annual Meeting) on May 22, 2018. A total of 39,551,769 shares, or approximately 94% of the common stock issued and outstanding as of the record date, was represented in person or by proxy. The matters voted upon by the stockholders of the Company (the Stockholders) at the 2018 Annual Meeting included: (i) the election of two Class I Directors whose terms will each expire at the 2021 Annual Meeting of Stockholders; (ii) the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2018; and (iii) an advisory vote on the Company's 2017 executive compensation.

(1) Election of Directors. At the meeting, the Stockholders elected James B. Gattoni and Anthony J. Orlando, each to serve as a Class I Director, whose term will expire at the 2021 Annual Meeting of Stockholders. The votes cast with respect to Mr. Gattoni and Mr. Orlando were as follows:

| Director | Votes For | Votes Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------------|---------|------------------|
| James B. Gattoni | 37,479,995 | 173,740 | 49,289 | 1,848,745 |
| Anthony J. Orlando | 37,257,595 | 413,388 | 32,041 | 1,848,745 |

(2) Ratification of Appointment of KPMG LLP. At the meeting, the Stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2018. This proposal received 38,584,032 affirmative votes and 920,261 negative votes. There were 47,476 abstentions with respect to this proposal.

(3) Advisory Vote on Executive Compensation. At the meeting, the Stockholders voted to approve the following resolution:

RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the Named Executives, as disclosed in the Company's Proxy Statement for the 2018 Annual Meeting pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2017 Summary Compensation Table and the other related tables and disclosure.

This proposal received 37,398,869 affirmative votes and 240,247 negative votes. There were 63,908 abstentions and 1,848,745 broker non-votes with respect to this proposal.

The meeting was then adjourned.

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.

LANDSTAR SYSTEM, INC.

Date: May 25, 2018

By: /s/ L. Kevin Stout

Name: L. Kevin Stout

Title: Vice President and Chief Financial Officer