

STANDARD MOTOR PRODUCTS INC  
Form 8-K  
May 24, 2017

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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 18, 2017

STANDARD MOTOR PRODUCTS, INC.  
(Exact Name of Registrant as Specified in its Charter)

New York 1-4743 11-1362020  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employee Identification Number)

37-18 Northern Boulevard, Long Island City, New York 11101  
(Address of Principal Executive Offices, including Zip Code)

Registrant's Telephone Number, including Area Code: 718-392-0200

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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

On May 18, 2017, Standard Motor Products, Inc. (the “Company”) held its Annual Meeting of Stockholders. The Company is providing the following information regarding the results of the matters voted on by stockholders at the Annual Meeting:

(a) Election of eleven Directors to serve for the ensuing year and until their successors are elected:

| Director Nominee        | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------------|------------|----------------|------------------|
| John P. Gethin          | 19,908,150 | 606,306        | 1,794,060        |
| Pamela Forbes Lieberman | 20,323,086 | 191,370        | 1,794,060        |
| Patrick S. McClymont    | 20,334,528 | 179,928        | 1,794,060        |
| Joseph W. McDonnell     | 20,322,205 | 192,251        | 1,794,060        |
| Alisa C. Norris         | 20,322,019 | 192,437        | 1,794,060        |
| Eric P. Sills           | 20,323,479 | 190,977        | 1,794,060        |
| Lawrence I. Sills       | 19,894,718 | 619,738        | 1,794,060        |
| Frederick D. Sturdivant | 20,289,723 | 224,733        | 1,794,060        |
| William H. Turner       | 20,241,792 | 272,664        | 1,794,060        |
| Richard S. Ward         | 20,270,829 | 243,627        | 1,794,060        |
| Roger M. Widmann        | 20,309,125 | 205,331        | 1,794,060        |

(b) Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017:

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 22,252,220 | 51,487        | 4,809   |

(c) Approval of a non-binding, advisory resolution on the compensation of the Company’s named executive officers:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 20,086,138 | 389,594       | 38,724  | 1,794,060        |

(d) Approval of a non-binding, advisory resolution on the frequency of future advisory votes on the compensation of our named executive officers:

| 1 Year     | 2 Years | 3 Years   | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 16,363,079 | 23,930  | 4,077,098 | 50,349  | 1,794,060        |

Based on these results, the Board has determined to accept our stockholders expressed preference for an annual vote on executive compensation.

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.

STANDARD MOTOR PRODUCTS,  
INC.

By: /s/ James J. Burke  
James J. Burke  
Executive Vice President Finance,  
Chief Financial Officer

Date: May 24, 2017