

DRIL-QUIP INC  
Form 8-K  
May 15, 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 11, 2018**

**DRIL-QUIP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**6401 N. Eldridge Parkway**

**001-13439**  
**(Commission**

**File Number)**

**74-2162088**  
**(I.R.S. Employer**

**Identification No.)**

**77041**

**Houston, Texas**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (713) 939-7711**

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):

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.**

At the annual meeting of stockholders of Dril-Quip, Inc. ( Dril-Quip ) held on May 11, 2018, the matters voted upon and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to such matters, were as stated below. The proposals related to each matter are described in detail in Dril-Quip's definitive proxy statement for the annual meeting, which was filed with the SEC on March 29, 2018.

**Proposal 1 Election of Directors**

The following nominee for director was elected to serve a three-year term expiring at the 2021 annual meeting of stockholders by a majority of the votes cast at the annual meeting:

|                  | For        | Against   | Abstentions | Broker Non-Votes |
|------------------|------------|-----------|-------------|------------------|
| Steven L. Newman | 31,751,001 | 2,960,760 | 5,428       | 1,584,155        |

**Proposal 2 Approval of Appointment of Independent Registered Public Accounting Firm**

The appointment of PricewaterhouseCoopers LLP as independent registered public accountants for Dril-Quip for 2018 was approved by the majority of the votes cast for or against the proposal at the meeting:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 36,277,986 | 18,991  | 4,367       |                  |

**Proposal 3 Advisory Vote to Approve Executive Compensation**

The advisory vote on the compensation of Dril-Quip's named executive officers received the affirmative vote of a majority of the votes cast for or against the proposal at the meeting:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 33,298,527 | 1,409,560 | 9,102       | 1,584,155        |

**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.

DRIL-QUIP, INC.

By: /s/ James C. Webster  
James C. Webster  
Vice President General Counsel and  
Secretary

Date: May 15, 2018