

Edgar Filing: Wesco Aircraft Holdings, Inc - Form 8-K

Wesco Aircraft Holdings, Inc  
Form 8-K  
January 28, 2016

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): January 26, 2016

Wesco Aircraft Holdings, Inc.  
(Exact name of registrant as specified in its charter)

|                                                               |                                       |                                                    |
|---------------------------------------------------------------|---------------------------------------|----------------------------------------------------|
| DELAWARE<br>(State or Other Jurisdiction<br>of Incorporation) | 001-35253<br>(Commission File Number) | 20-5441563<br>(IRS Employer<br>Identification No.) |
|---------------------------------------------------------------|---------------------------------------|----------------------------------------------------|

24911 Avenue Stanford  
Valencia, California 91355  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (661) 775-7200

(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)

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o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(a) On January 26, 2016, Wesco Aircraft Holdings, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”).

(b) At the Annual Meeting, the Company’s stockholders considered and voted upon the following proposals:

1. The election of three directors (Paul E. Fulchino, Scott E. Kuechle and Robert D. Paulson) to serve as Class II directors for a term of three years and until their successors are duly elected and qualified;
2. The approval, by a non-binding advisory vote, of the Company’s executive compensation; and
3. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditors for the fiscal year ending September 30, 2016 (“fiscal 2016”).

Proposal 1 - Election of Directors

The following table sets forth the number of votes in favor, the number of votes withheld and the number of broker non-votes with respect to Proposal 1, the election of Class II directors:

| Director          | Votes in Favor | Votes Withheld | Broker Non-Votes |
|-------------------|----------------|----------------|------------------|
| Paul E. Fulchino  | 89,276,138     | 908,094        | 2,442,026        |
| Scott E. Kuechle  | 65,447,985     | 24,736,247     | 2,442,026        |
| Robert D. Paulson | 65,424,691     | 24,759,541     | 2,442,026        |

Proposal 2 - Approval on an Advisory Basis of the Company’s Executive Compensation

The following table sets forth the number of votes in favor, the number of votes against, the number of abstentions and the number of broker non-votes with respect to Proposal 2, the approval, by a non-binding advisory vote, of the Company’s executive compensation:

| Votes in Favor | Votes Against | Abstentions | Broker Non-Votes |
|----------------|---------------|-------------|------------------|
| 89,341,335     | 259,813       | 583,084     | 2,442,026        |

Proposal 3 - Ratification of Appointment of Independent Auditors

The following table sets forth the number of votes in favor, the number of votes against and the number of abstentions with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditors for fiscal 2016:

| Votes in Favor | Votes Against | Abstentions |
|----------------|---------------|-------------|
| 91,771,728     | 442,836       | 411,694     |



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.

WESCO AIRCRAFT HOLDINGS, INC.

Date: January 28, 2016

By: /s/ Richard J. Weller  
Richard J. Weller  
Executive Vice President and Chief Financial Officer