

CARPENTER TECHNOLOGY CORP

Form 8-K

October 10, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): **October 9, 2018**

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**CARPENTER TECHNOLOGY CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of or other jurisdiction of  
incorporation)

**1-5828**  
(Commission File Number)

**23-0458500**  
(IRS Employer I.D. No.)

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**1735 Market Street**  
**Philadelphia, Pennsylvania**  
(Address of principal executive  
offices)

**19103**  
(Zip Code)

**(610) 208-2000**

Registrant's telephone number, including area code

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.**

The Annual Meeting of Stockholders (the Annual Meeting) of Carpenter Technology Corporation (the Company) was held on October 9, 2018. The following matters were voted on by the Company's stockholders at the Annual Meeting and the final voting results for each matter are provided below.

**Proposal No. 1 - Election of Three Directors.** The following nominees were elected to the Board of Directors for a term expiring in 2021:

| Nominee                | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------------|------------|----------------|------------------|
| Dr. Philip M. Anderson | 40,900,447 | 1,002,183      | 2,331,442        |
| Kathleen Ligocki       | 40,878,226 | 1,024,404      | 2,331,442        |
| Dr. Jeffrey Wadsworth  | 40,655,659 | 1,246,971      | 2,331,442        |

**Proposal No. 2 - Approval of Appointment of Independent Registered Public Accounting Firm.** The Company's stockholders approved the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019:

| Votes For  | Votes Against | Abstain |  |
|------------|---------------|---------|--|
| 43,541,710 | 657,131       | 35,231  |  |

**Proposal No. 3 - Approval of the Compensation of the Company's Named Officers, in an Advisory Vote.** The Company's stockholders approved the compensation of the Company's named officers, in an advisory vote:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 41,299,217 | 547,929       | 55,484  | 2,331,442        |

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.

CARPENTER TECHNOLOGY CORPORATION

By /s/ James D. Dee

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James D. Dee  
Vice President, General Counsel and Secretary

Date: October 10, 2018