

FOSTER L B CO  
Form 8-K  
May 24, 2013

**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 23, 2013

**L. B. Foster Company**

(Exact name of registrant as specified in its charter)

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

**000-10436**  
(Commission  
File Number)

**25-1324733**  
(I.R.S. Employer  
Identification No.)

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**415 Holiday Drive, Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**15220**  
(Zip Code)

**Registrant's telephone number, including area code (412) 928-3400**

**(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 (see General Instruction A.2. below):

- .. 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))

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

L.B. Foster Company (the Company) held its annual meeting of shareholders (the Annual Meeting) on May 23, 2013. The shareholders considered four proposals, each of which is described in the Company's definitive proxy statement dated April 12, 2013 and filed with the Securities and Exchange Commission. Results of votes with respect to the proposals submitted at the Annual Meeting are set forth below.

**Proposal 1: Election of Directors**

Name	Authority Granted	Withheld Authority	Broker Non-vote
Robert P. Bauer	7,794,702	689,238	1,159,101
Lee B. Foster, II	7,776,846	707,094	1,159,101
Peter McIlroy II	7,427,218	1,056,722	1,159,101
G. Thomas McKane	7,402,477	1,081,463	1,159,101
Diane B. Owen	7,812,250	671,690	1,159,101
William H. Rackoff	7,400,015	1,083,925	1,159,101
Suzanne B. Rowland	7,831,588	652,352	1,159,101

As a result of the shareholder vote, all of the foregoing candidates were elected.

**Proposal 2: Ratification of appointment of Ernst & Young LLP as the Company's independent registered public accountants for 2013:**

	Authority Granted	Withheld Authority	Abstained Authority
Ernst & Young LLP	9,505,034	93,694	44,313

The foregoing proposal was approved.

**Proposal 3: Say on pay**

	Authority Granted	Withheld Authority	Abstained Authority	Broker Non-vote
Advisory vote on compensation paid to named executive officers	7,373,952	1,064,881	45,107	1,159,101

The foregoing proposal was approved.

**Proposal 4: Approval of The L. B. Foster Company Executive Annual Incentive Compensation Plan, as amended and restated.**

	Authority Granted	Withheld Authority	Abstained Authority	Broker Non-vote
Approval of the Executive Annual Incentive Compensation Plan	7,488,975	980,596	14,369	1,159,101

The foregoing proposal was approved.

**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.

**L.B. Foster Company**  
(Registrant)

Date: **May 24, 2013**

**/s/ Joseph S. Cancilla**  
Joseph S. Cancilla  
Vice President, General Counsel

and Secretary