

GRAHAM CORP  
Form 8-A12B  
April 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Graham Corporation**

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

**Delaware**  
**(State of incorporation or organization)**

**16-1194720**  
**(I.R.S. Employer Identification No.)**

**20 Florence Avenue, Batavia, New York**  
**(Address of principal executive offices)**

**14020**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$.10</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not Applicable

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of class)**

## **Explanatory Note**

This Registration Statement on Form 8-A is being filed by Graham Corporation in connection with the transfer of its listing of common stock, par value \$.10, from the NYSE MKT LLC to the New York Stock Exchange.

## **Item 1. Description of Registrant's Securities to be Registered.**

This item summarizes the material terms of our common stock. We encourage you to review our certificate of incorporation, as amended and our amended and restated by-laws, each of which is on file with the Securities and Exchange Commission.

Our certificate of incorporation, as amended, authorizes us to issue a total of 26,000,000 shares of stock of which 25,500,000 shall be shares of common stock having a par value of \$.10 per share and 500,000 shall be shares of preferred stock having a par value of \$1.00 per share.

### **Voting Rights**

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders and do not have cumulative voting rights. Except as described below or otherwise provided by law, at all meetings of stockholders, all matters are determined by a vote of the holders of a majority of the number of votes eligible to be cast by the holders of the outstanding shares of our common stock present at the meeting and entitled to vote. Directors are elected by a plurality of the votes cast by each class of shares entitled to vote at a meeting of stockholders, present at the meeting and entitled to vote in the election. We maintain a classified board of directors, with approximately one-third of our board being elected in any given year.

As described below under **Anti-Takeover Provisions**, certain other actions require a 75% supermajority vote.

### **Dividend Rights**

Subject to preferences that may apply to shares of preferred stock outstanding at the time, holders of our common stock are entitled to receive dividends out of legally available funds in such amounts and at such times as our board of directors, in its discretion, deems advisable.

### **No Preemptive or Similar Rights**

The holders of our common stock have no preemptive, conversion or redemption rights. Our common stock is not subject to any sinking fund provisions. Our outstanding shares of common stock are fully paid and non-assessable.

### **Liquidation Rights**

If we are liquidated, dissolved or wound up, the holders of our common stock are entitled to receive a pro rata portion of all of our assets available for distribution to our stockholders after we pay liquidation preferences to holders of any outstanding shares of preferred stock that may then be outstanding.

### **Preferred Stock**

Our board of directors has the authority, without further action by stockholders, to issue up to 500,000 shares of preferred stock in one or more series. The board of directors has the authority to determine the terms of each series of preferred stock, within the limits of our certificate of incorporation, as amended and the laws of the state of Delaware. These terms include the number of shares in a series, dividend rights, liquidation preferences, terms of redemption,

conversion rights and voting rights. We could issue shares of preferred stock with voting and conversion rights that adversely affect the voting power of the holders of our common stock, or that have the effect of delaying or preventing a change in control of our company.

## **Anti-Takeover Provisions**

Our certificate of incorporation, as amended and our amended and restated by-laws contain provisions that may have the effect of delaying or preventing a change in control of our company.

**Supermajority voting.** Seventy-five percent of our outstanding shares entitled to vote are required to approve a merger, consolidation, sale of all or substantially all of our assets and similar transactions if the other party to such transaction owns 5% or more of our shares entitled to vote. In addition, a majority of the shares entitled to vote not owned by such 5% or greater stockholder are also required to approve any such transaction.

Our certificate of incorporation, as amended contains provisions that make its amendment require the affirmative vote of both 75% of our outstanding shares entitled to vote and a majority of the shares entitled to vote not owned by any person who may hold 50% or more of our shares unless the proposed amendment was previously recommended to our stockholders by an affirmative vote of 75% of our board.

Although our board of directors is permitted to amend our by-laws at any time, our stockholders may only amend our by-laws upon the affirmative vote of both 75% of our outstanding shares entitled to vote and a majority of the shares entitled to vote not owned by any person who owns 50% or more of our shares.

Under our certificate of incorporation, as amended, our directors may be removed only for cause upon the affirmative vote of both 75% of our outstanding shares entitled to vote and a majority of the shares entitled to vote not owned by any person who owns 50% or more of our shares.

**Preferred Stock.** As described above under Preferred Stock, our board of directors has the ability to issue preferred stock without stockholder approval.

**Advance Notice By-laws.** Our amended and restated by-laws provide that any stockholder who wishes to bring business before an annual meeting of our stockholders or to nominate candidates for election as directors at an annual meeting of our stockholders must deliver advance notice of their proposals to us before the meeting.

**Classified Board.** Our amended and restated by-laws provide for a classified board of directors, with only approximately one-third of our board elected each year.

## **Item 2. Exhibits.**

Not Applicable.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Graham Corporation**

April 21, 2014

By: /s/ Jeffrey F. Glajch  
Jeffrey F. Glajch

Vice President - Finance & Administration and

Chief Financial Officer