

STARRETT L S CO  
Form 8-K  
October 21, 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 report): **October 16, 2013**

**THE L.S. STARRETT COMPANY**

(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| <b>Massachusetts</b><br>(State or Other Jurisdiction<br>of Incorporation) | <b>1-367</b><br>(Commission File Number) | <b>04-1866480</b><br>(IRS Employer<br>Identification No.) |
|---|--|---|

**121 CRESCENT STREET, ATHOL, MASSACHUSETTS 01331**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number:

978-249-3551

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

The L.S. Starrett Company (the “Company”) held its 2013 annual meeting of shareholders on October 16, 2013. Listed below are the matters voted upon and the final results of such voting:

1. Election of directors for a three year term:

Class A Common Stock voting as a separate class:

| <b>Name</b>        | <b>For</b> | <b>Withheld</b> | <b>Abstentions<br/>&amp; Broker<br/>Non-Votes</b> |
|--------------------|------------|-----------------|---|
| Richard B. Kennedy | 2,016,951  | 2,604,363       | 998,263   |

Class A Common Stock and Class B Common Stock voting together as a single class:

| <b>Name</b>    | <b>For</b> | <b>Withheld</b> | <b>Abstentions<br/>&amp; Broker<br/>Non-Votes</b> |
|----------------|------------|-----------------|---|
| Terry A. Piper | 8,130,980  | 2,737,737       | 997,061   |

2. Ratification of the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for fiscal 2014:

| <b>For</b> | <b>Against</b> | <b>Abstentions<br/>&amp; Broker<br/>Non-Votes</b> |
|------------|----------------|---|
| 11,330,451 | 307,661        | 227,666   |

3. Consideration of a non-binding stockholder proposal requesting that the Company's board of directors redeem the rights issued pursuant to the Company's Rights Agreement, dated November 2, 2010:

| <b>For</b> | <b>Against</b> | <b>Abstentions<br/>&amp; Broker<br/>Non-Votes</b> |
|------------|----------------|---|
| 4,169,186  | 6,186,593      | 1,510,009   |

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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.

**THE L.S. STARRETT COMPANY**

Dated: October 21, 2013 By: /s/ Douglas A. Starrett  
Name:: me Douglas A. Starrett  
Title: President and Chief Executive Officer