

CUBIC CORP /DE/  
Form 8-K  
February 19, 2014

**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**

**February 18, 2014**

Date of Report (date of earliest event reported)

**Cubic Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**1-8931**

(Commission File No.)

**95-1678055**

(I.R.S. Employer Identification No.)

**9333 Balboa Avenue**  
**San Diego, California**

(Address of principal executive offices)

**92123**

(Zip Code)

Registrant's telephone number, including area code: **(858) 277-6780**

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N/A

(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 communication 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 14-d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - ☐ Pre-commencement communications pursuant to Rule 13-e-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.**

Cubic Corporation (the Company) held its annual meeting of shareholders on February 18, 2014. The Company's shareholders voted on the following proposals and cast their votes as follows:].

[The final vote results are as follows:]

1. Election of Directors

| Nominee for Director | For        | Against | Withheld  |
|----------------------|------------|---------|-----------|
| Walter C. Zable      | 22,448,204 | 0       | 463,318   |
| Bruce G. Blakley     | 22,682,234 | 0       | 229,288   |
| William W. Boyle     | 22,842,935 | 0       | 68,587    |
| Edwin A. Guiles      | 22,682,336 | 0       | 229,186   |
| Robert S. Sullivan   | 22,488,963 | 0       | 422,559   |
| John H. Warner, Jr.  | 18,279,172 | 0       | 4,632,350 |

In accordance with the above results, each nominee was elected to serve as a director.

|   | For        | Against | Abstain | Broker<br>Non-Votes |
|---|------------|---------|---------|---------------------|
| 2. To approve, on an advisory basis, the compensation of the Company's executive officers | 22,302,134 | 563,511 | 45,877  | 1,528,257           |

In accordance with the above results, the compensation of the Company's executive officers was approved on an advisory basis.

|  | For        | Against | Abstain |
|--|------------|---------|---------|
| 3. To confirm the appointment of Ernst & Young LLP as independent public accountants of the Company for fiscal year 2014 | 24,271,166 | 150,598 | 18,015  |

In accordance with the above results, the appointment of Ernst & Young LLP was approved.

**SIGNATURES**

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

Date: February 19, 2014

CUBIC CORPORATION

|        |   |
|--------|---|
| By:    | /s/ James R. Edwards                                  |
| Name:  | James R. Edwards                                      |
| Title: | Senior Vice President,<br>General Counsel & Secretary |