

CHASE CORP  
Form 8-K  
February 05, 2015

**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): **February 3, 2015**

Commission File Number: **1-9852**

**CHASE CORPORATION**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction of incorporation of  
organization)

**11-1797126**  
(I.R.S. Employer Identification No.)

**26 Summer Street, Bridgewater, Massachusetts 02324**

(Address of Principal Executive Offices, Including Zip Code)

**(508) 819-4200**

(Registrant's Telephone Number, Including Area Code)

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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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

As part of Chase Corporation's (the Company) succession plan, effective with its annual shareholders meeting held on February 3, 2015, and as approved by the board at that time, Adam P. Chase has been named President and Chief Executive Officer of Chase Corporation and Peter R. Chase has been named Executive Chairman of Chase Corporation.

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

The 2015 Annual Meeting of Shareholders of Chase Corporation was held on February 3, 2015. The following proposals were voted on at the 2015 Annual Meeting. Each proposal is more fully described in the Company's Definitive Proxy Statement for the 2015 Annual Meeting, as filed with the SEC on December 22, 2014.

Proposal 1 For the election of nominees for the Board of Directors. The nine nominees named in the Company's Definitive Proxy Statement were elected as Directors, to serve until the 2016 Annual Meeting of Shareholders, with the following votes:

| Name of Director      | In Favor  | Votes Withheld | Broker Non-Votes |
|-----------------------|-----------|----------------|------------------|
| Everett Chadwick, Jr. | 5,638,474 | 752,823        | 1,609,986        |
| Adam P. Chase         | 5,734,596 | 656,701        | 1,609,986        |
| Peter R. Chase        | 5,645,730 | 745,567        | 1,609,986        |
| Mary Claire Chase     | 5,644,750 | 746,547        | 1,609,986        |
| John H. Derby III     | 6,283,990 | 107,307        | 1,609,986        |
| Lewis P. Gack         | 6,284,907 | 106,390        | 1,609,986        |
| George M. Hughes      | 5,011,251 | 1,380,046      | 1,609,986        |
| Ronald Levy           | 6,268,116 | 123,181        | 1,609,986        |
| Thomas Wroe, Jr.      | 6,278,263 | 113,034        | 1,609,986        |

Proposal 2 A non-binding, advisory vote to approve the executive compensation of our named executive officers. Although this vote is non-binding on the Company or the Board of Directors, the voting results will be reviewed and considered when making future decisions regarding the Company's executive compensation program. The proposal passed with the following votes:

| In Favor  | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 6,250,504 | 127,257       | 13,534      | 1,609,987        |

Proposal 3 For the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending August 31, 2015. The proposal passed with the following votes:

| In Favor  | Votes Against | Abstentions |
|-----------|---------------|-------------|
| 7,945,185 | 25,292        | 30,805      |



**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, thereunto duly authorized.

**Chase Corporation**

Dated: February 5, 2015

By:

/s/ Kenneth J. Feroldi  
Kenneth J. Feroldi  
Treasurer and Chief Financial Officer