TETRA TECH INC
Form 8-K
March 06, 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):

March 5, 2015

TETRA TECH, INC.

(Exact name of registrant as specified in its charter)

Delaware	**0-19655**	**95-4148514**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

3475 East Foothill Boulevard, Pasadena, California 91107

(Address of principal executive office, including zip code)

(626) 351-4664

(Registrant s telephone number, including area code)

Not Applicable

(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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.

On March 5, 2015, Tetra Tech, Inc. held its annual meeting of stockholders for the following purposes:

(1) To elect nine members to its Board of Directors;
(2) To vote on an advisory resolution to approve its executive compensation;
(3) To approve its 2015 Equity Incentive Plan;
(4) To ratify the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm for fiscal 2015; and
(5) To act upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

The votes cast in connection with such matters were as follows:

Election of Directors:

Name	For	Withheld	Broker Non-Votes
Dan L. Batrack	44,978,434	6,477,311	4,658,517
Hugh M. Grant	42,680,142	8,775,603	4,658,517
Patrick C. Haden	42,527,387	8,928,358	4,658,517
J. Christopher Lewis	48,011,837	3,443,908	4,658,517
Kimberly E. Ritrievi	48,826,442	2,629,303	4,658,517
Albert E. Smith	47,975,705	3,480,040	4,658,517
J. Kenneth Thompson	47,284,535	4,171,210	4,658,517
Richard H. Truly	48,123,951	3,331,794	4,658,517
Kirsten M. Volpi	48,071,212	3,384,533	4,658,517

Advisory Resolution Regarding Executive Compensation:

For	Against	Abstain	Broker Non-Votes
30,544,690	19,313,679	1,597,376	4,658,517

2015 Equity Incentive Plan:

For	Against	Abstain	Broker Non-Votes

46,090,833	3,765,749	1,599,163	4,658,517

Appointment of PricewaterhouseCoopers LLP:

For	Against	Abstain	Broker Non-Votes(1)
53,690,732	843,257	1,580,273	--

(1) This proposal constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

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.

TETRA TECH, INC.

Date: March 5, 2015

By: /S/ DAN L. BATRACK
Dan L. Batrack
Chairman and Chief Executive Officer