

SCHNITZER STEEL INDUSTRIES INC
Form 8-K
January 30, 2017

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): January 25, 2017

SCHNITZER STEEL INDUSTRIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

OREGON	0-22496	93-0341923
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

299 SW Clay St., Suite 350
Portland, OR 97201
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number Including Area Code: (503) 224-9900

NO CHANGE
(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 (see General Instruction A.2. below):

- 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))

oPre-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

Schnitzer Steel Industries, Inc. (the “Company”) held its 2017 annual meeting of shareholders on January 25, 2017. There were 26,999,844 shares of common stock entitled to be voted. There were 24,257,281 shares voted in person or by proxy. For more information on the following proposals submitted to shareholders, please see the Company’s proxy statement filed with the Securities and Exchange Commission on December 15, 2016. Below are the final voting results.

Proposal No. 1 - Election of Directors

Under the Company’s articles of incorporation and bylaws, the Company’s Board of Directors is divided into three classes, each with a three-year term. The Company’s shareholders elected (i) Wayland R. Hicks, (ii) Judith A. Johansen and (iii) Tamara L. Lundgren as Class II directors with terms expiring at the 2020 annual meeting of shareholders. The number of votes cast for or withheld and the broker non-votes were as follows:

Name	For	Withhold	Broker Non-Votes
Wayland R. Hicks	20,680,743	706,333	2,870,205
Judith A. Johansen	20,663,187	723,889	2,870,205
Tamara L. Lundgren	20,675,198	711,878	2,870,205

Proposal No. 2 - Advisory Resolution on Executive Compensation

The Company’s shareholders approved, on an advisory basis, the Company’s executive compensation as disclosed in the Company’s proxy statement, as follows:

For	Against	Abstain	Broker Non-Votes
20,574,957	761,200	50,919	2,870,205

Proposal No. 3 - Ratification of the Selection of Independent Registered Public Accounting Firm

The Company’s shareholders ratified the selection of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending August 31, 2017, as follows:

For	Against	Abstain	Broker Non-Votes
24,164,471	70,389	22,421	—

SIGNATURE

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.

SCHNITZER STEEL INDUSTRIES, INC.
(Registrant)

Dated: January 30, 2017 By: /s/ Peter B. Saba
Name: Peter B. Saba
Title: Sr. V.P., General Counsel and Secretary