

ALLEGHENY TECHNOLOGIES INC

Form 8-K

May 15, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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)

May 15, 2017 (May 11, 2017)

Allegheny Technologies Incorporated

(Exact name of registrant as specified in its charter)

Delaware

1-12001

25-1792394

(State of incorporation)

(Commission File Number)

(IRS Employer Identification
Number)

1000 Six PPG Place

Pittsburgh, Pennsylvania 15222-5479

(Address of principal executive offices)

(412) 394-2800

(Registrant's telephone number, including area code)

N/A

(Former name or 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))

Indicate by
check mark
whether the
registrant is
an emerging
growth
company as
defined in
Rule 405 of
the
Securities
Act of 1933
(§230.405 of
this chapter)
or Rule
12b-2 of the
Securities
Exchange
Act of 1934
(§240.12b-2
of this
chapter)
Emerging
growth
company
If an
emerging
growth
company,

indicate by
check mark
if the
registrant
has elected
not to use
the extended
transition
period for
complying
with any
new or
revised
financial
accounting
standards
provided
pursuant to
Section
13(a) of the
Exchange
Act.

Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.03 Compensatory Arrangements of Certain Officers

(e) As described in Item 5.07 below, the stockholders of Allegheny Technologies Incorporated (the “Company”) approved the Company’s 2017 Incentive Plan (the “2017 Incentive Plan”) at the Company’s Annual Meeting of Stockholders (the “Annual Meeting”) held on May 11, 2017.

The description of the terms of the 2017 Incentive Plan contained in the Company’s definitive proxy statement, dated March 30, 2017 (the “2017 Proxy Statement”), and the full text of the 2017 Incentive Plan, which was filed as Appendix A to the 2017 Proxy Statement, are incorporated herein by reference.

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

As described in Item 5.03 above, the Company held its Annual Meeting on May 11, 2017. As disclosed in the Company’s proxy materials for the Annual Meeting, the following proposals were considered and voted upon at the Annual Meeting: (1) the election of three directors for three-year terms expiring in 2020; (2) approval of the 2017 Incentive Plan; (3) an advisory vote regarding the frequency with which the Company will conduct a non-binding vote to approve the compensation paid annually to its named executive officers; (4) an advisory vote regarding the compensation paid to the Company’s named executive officers in 2016; and (5) ratification of the appointment of Ernst & Young LLP (“E&Y”) as independent auditors for the Company’s fiscal year ending December 31, 2017. Voting results for each such matter are provided below.

1. James C. Diggs, J. Brett Harvey and David J. Morehouse were elected to serve as Directors of the Company for three-year terms ended in 2020. Votes were cast as follows:

| | FOR | WITHHELD | BROKER NON-VOTES |
|--------------------|------------|------------|---------------------|
| James C. Diggs | 8,987,799 | 3,818,005 | 15,355,147 |
| J. Brett Harvey | 6,32,522 | 8,173,006 | 15,355,147 |
| David J. Morehouse | 71,595,445 | 13,210,383 | 15,355,147 |

2. The adoption of the 2017 Incentive Plan was approved. Votes were cast as follows:

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|--|------------|-----------|-------------|---------------------|
| | 79,139,176 | 5,474,031 | 192,622 | 15,355,147 |

By advisory vote, the Company’s stockholders approved the recommendation by the Company’s Board of Directors that the Company conduct an annual advisory vote regarding the compensation paid to its named executive officers.

Votes were cast as follows:

| | 1 YEAR | 2 YEARS | 3 YEARS | ABSTENTIONS | BROKER NON-VOTES |
|--|------------|---------|-----------|-------------|---------------------|
| | 79,515,961 | 299,562 | 4,788,696 | 201,639 | 15,355,147 |

4. By advisory vote, the Company's stockholders approved the 2016 compensation of the Company's named executive officers. Votes were cast as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|-----------|-------------|---------------------|
| 81,883,075 | 2,657,087 | 265,697 | 15,355,147 |

5. The Company's stockholders ratified the selection of E&Y as the Company's independent auditors for 2017. Votes were cast as follows:

| FOR | AGAINST | ABSTENTIONS |
|------------|-----------|-------------|
| 95,911,337 | 4,063,115 | 186,554 |

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.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: /s/ Elliot S. Davis
Senior Vice President, General Counsel,
Chief Compliance Officer and Corporate Secretary

Dated: May 15, 2017