

COMFORT SYSTEMS USA INC
Form 8-K
May 16, 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

Date of Report (Date of earliest event reported) **May 15, 2014**

Comfort Systems USA, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13011
(Commission
File Number)

76-0526487
(IRS Employer
Identification No.)

675 Bering Drive, Suite 400
Houston, Texas
(Address of principal executive offices)

77057
(Zip Code)

Registrant's telephone number, including area code **(713) 830-9600**

(Former name or former address, if changed since last report.)

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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 5.07 Submission of Matters to a Vote of Security Holders.

On the 15th of May, 2014, Comfort Systems USA, Inc. (the Company) held its 2014 Annual Meeting of Stockholders. Of the 37,653,491 shares of common stock outstanding and entitled to vote at the Annual Meeting, 35,818,686 shares were present in person or by proxy, constituting a 95.1% quorum. The matters submitted to the stockholders of the Company at the Annual Meeting, and the results of the voting, were as follows:

Proposal No. 1. Vote regarding the election of Darcy G. Anderson, Herman E. Bulls, Alfred J. Giardinelli, Jr., Alan P. Krusi, Brian E. Lane, Franklin Myers, James H. Schultz, Constance E. Skidmore, and Vance W. Tang as members of the Board of Directors:

| Nominee | Votes For | Votes For as Percentage of Votes Cast | Votes Withheld |
|----------------------------|------------|--|----------------|
| Darcy G. Anderson | 33,287,501 | 99.8% | 78,815 |
| Herman E. Bulls | 33,224,651 | 99.6% | 141,665 |
| Alfred J. Giardinelli, Jr. | 33,268,311 | 99.7% | 98,005 |
| Alan P. Krusi | 33,298,236 | 99.8% | 68,080 |
| Brian E. Lane | 33,268,386 | 99.7% | 97,930 |
| Franklin Myers | 32,712,174 | 98.0% | 654,142 |
| James H. Schultz | 33,239,426 | 99.6% | 126,890 |
| Constance E. Skidmore | 33,291,405 | 99.8% | 74,911 |
| Vance W. Tang | 33,296,464 | 99.8% | 69,852 |

There were 2,452,370 broker non-votes as to Proposal No. 1.

Proposal No. 2. Vote regarding ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014:

| Votes For | Votes For as a Percentage of Votes Cast | Votes Against | Votes Abstain |
|------------|--|---------------|---------------|
| 35,617,000 | 99.4% | 200,524 | 1,162 |

There were no broker non-votes as to Proposal No. 2.

Proposal No. 3. Advisory vote regarding approval of the compensation paid by the Company to its named executive officers:

| | | | |
|------------|-------|---------|--------|
| 32,955,210 | 98.9% | 355,661 | 55,445 |
|------------|-------|---------|--------|

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There were 2,452,370 broker non-votes as to Proposal No. 3.

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.

By:

/s/ Trent T. McKenna
Trent T. McKenna, Senior Vice President and
General Counsel

Date: May 16, 2014