

PARK ELECTROCHEMICAL CORP
Form 8-K
July 30, 2018
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): July 24, 2018

PARK ELECTROCHEMICAL CORP.
(Exact Name of Registrant as Specified in Charter)

| | | |
|------------------------------|------------------|----------------|
| New York | 1-4415 | 11-1734643 |
| (State or Other Jurisdiction | (Commission File | (IRS Employer |
| of Incorporation) | Number) | Identification |
| | | No.) |

| | |
|---|------------|
| 48 South Service Road, Melville, New York | 11747 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code (631) 465-3600

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:

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 or Rule 12b-2
of the Securities
Exchange Act of
1934.**

**Emerging growth
company []**

**If an emerging
growth company,
indicate by check
mark if the
registrant has
selected 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) At the Annual Meeting of Shareholders of Park Electrochemical Corp. (the “Company”) on July 24, 2018 (the “Annual Meeting”), the Shareholders of the Company approved the Park Electrochemical Corp. 2018 Stock Option Plan (the “2018 Plan”), which replaces the 2002 Stock Option Plan, as amended in July 2008, which terminated on May 21, 2018. The Board of Directors of the Company approved the 2018 Plan on May 8, 2018, and it became effective on that date, subject to Shareholder approval at the Annual Meeting. See Item 5.07 below. The 2018 Plan is described in the Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on June 21, 2018. Such description is qualified, in its entirety, by the provisions of the 2018 Plan, which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

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

(a) and (b) . At the Annual Meeting:

The persons elected as directors of the Company and the voting for such persons were as follows:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------|------------------|----------------------|--------------------|-------------------------|
| Dale Blanchfield | 16,846,854 | 979,827 | 6,801 | 1,649,703 |
| Emily J. Groehl | 17,640,079 | 186,602 | 6,801 | 1,649,703 |
| Brian E. Shore | 17,725,577 | 101,092 | 6,813 | 1,649,703 |
| Carl W. Smith | 17,590,991 | 235,608 | 6,883 | 1,649,703 |
| Steven T. Warshaw | 16,694,475 | 1,132,103 | 6,904 | 1,649,703 |

The proposal to approve an advisory (non-binding) resolution relating to the compensation of the named executive officers was approved by the Shareholders. There were 17,601,605 votes for such approval, 179,116 votes against, 52,761 abstentions and 1,649,703 broker non-votes.

The proposal to approve the 2018 Plan was approved by the Shareholders. There were 17,436,667 votes for such approval, 387,852 votes against, 8,963 abstentions and 1,649,703 broker non-votes.

The appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending March 3, 2018 was ratified by the Shareholders. There were 19,463,280 votes for such ratification, 9,842 votes against, 10,063 abstentions and zero broker non-votes.

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits**

| <u>Exhibit</u> | <u>Description</u> |
|-----------------------|---|
| <u>Number</u> | |
| 99.1 | <u>2018 Stock Option Plan of the Company</u> |

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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.

PARK ELECTROCHEMICAL CORP.

Date: July 30, 2018

By: /s/ Stephen E. Gilhuley
Name: Stephen E. Gilhuley
**Title: Executive Vice President –
Administration and Secretary**