

KEY TECHNOLOGY INC  
Form 8-K  
February 04, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): February 2, 2016

KEY TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

OREGON

(State or other jurisdiction  
of incorporation)

0-21820

(Commission File Number)

93-0822509

(IRS Employer  
Identification No.)

150 Avery Street

Walla Walla, Washington 99362

(Address of principal executive offices) (Zip Code)

(509) 529-2161

(Registrant's telephone number, including area code)

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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



SECTION 5  
ITEM 5.07

## CORPORATE GOVERNANCE AND MANAGEMENT

## Submission of Matters to a Vote of Security Holders

The annual meeting of shareholders of the Company was held on February 2, 2016. A brief description of each 2016 proposal voted on at the annual meeting and the number of votes cast for, against, withheld and broker non-votes on each proposal is set forth below.

Proposal 1 - The following persons were elected to the Company's Board of Directors to hold office until the 2019 annual meeting of shareholders or until a successor is duly elected and qualified:

	Votes For	Votes Withheld	Broker Non-Votes
John E. Pelo	2,887,267	712,770	2,039,594
Charles H. Stonecipher	2,891,201	708,836	2,039,594
Paul J. Wolf	3,039,092	560,945	2,039,594

The following person was elected to the Company's Board of Directors to hold office until the 2017 annual meeting of shareholders or until a successor is duly elected and qualified:

	Votes For	Votes Withheld	Broker Non-Votes
Frank L.A. Zwerts	3,203,955	396,082	2,039,594

Proposal 2 - The advisory (non-binding) proposal regarding approval of the fiscal 2015 compensation of the Company's named executive officers received the following vote:

Votes For:	3,069,837
Votes Against:	476,140
Abstentions:	54,060
Broker Non-Votes:	2,039,594

Proposal 3 - The ratification of the selection of Grant Thornton LLP to serve as the Company's independent registered public accountants for fiscal 2016 received the following vote:

Votes For:	5,638,428
Votes Against:	1,203
Abstentions:	0
Broker Non-Votes:	—

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.

KEY TECHNOLOGY, INC.

/s/ Jeffrey T. Siegal

Jeffrey T. Siegal

Senior Vice President and Chief Financial Officer

Dated: February 4, 2016