

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 8-K

May 01, 2015

**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)**

**April 30, 2015**

**HUNTINGTON INGALLS INDUSTRIES, INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-34910**  
**(Commission**  
  
**File Number)**

**90-0607005**  
**(IRS Employer**  
  
**Identification No.)**

**4101 Washington Avenue,**

**Newport News, Virginia**  
**(Address of principal executive offices)**

**(757) 380-2000**

**23607**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**(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))

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

On April 30, 2015, Huntington Ingalls Industries, Inc. (the Company) held its 2015 Annual Meeting of Stockholders (the Annual Meeting). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. The following matters were submitted to a vote of the stockholders.

**Item 1 - Election of Directors**

Votes regarding the election of three directors, for terms ending in 2018, were as follows:

| <b>Name</b>            | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|------------------------|------------|-----------------|-----------------------------|
| Paul D. Miller         | 40,056,923 | 612,697         | 3,483,404                   |
| C. Michael Petters     | 40,176,104 | 493,516         | 3,483,404                   |
| Karl M. von der Heyden | 40,141,992 | 527,628         | 3,483,404                   |

**Item 2 - Proposal to Ratify Appointment of the Company's Independent Auditors**

Votes on a proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for 2015 were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 44,030,235 | 34,305         | 88,484             | 0                           |

**Item 3 - Proposal Regarding Approval of Executive Compensation on an Advisory Basis**

Votes on a proposal to approve, on an advisory basis, the compensation of the Company's named executive officers were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 40,077,997 | 390,785        | 200,838            | 3,483,404                   |

**Item 4 - Proposal to Approve an Amendment to the Company's Certificate of Incorporation to Declassify the Board of Directors**

Votes on a proposal to approve an amendment to the Company's certificate of incorporation to declassify the Company's Board of Directors were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 40,041,709 | 158,162        | 469,749            | 3,483,404                   |

**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.

**HUNTINGTON INGALLS INDUSTRIES, INC.**

Date: May 1, 2015

By: /s/ Charles R. Monroe, Jr.  
Charles R. Monroe, Jr.  
Corporate Vice President,

Associate General Counsel and Secretary