

COMFORT SYSTEMS USA INC  
Form 8-K  
May 18, 2012

**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 17, 2012**

**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 17th of May, 2012, Comfort Systems USA, Inc. (the Company) held its 2012 Annual Meeting of Stockholders. Of the 37,417,859 shares of common stock outstanding and entitled to vote at the Annual Meeting, 34,947,320 shares were present in person or by proxy, constituting a 93.4% 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 Messrs. William F. Murdy, Darcy G. Anderson, Herman E. Bulls, Alfred J. Giardinelli, Jr., Alan P. Krusi, Brian E. Lane, Franklin Myers, James H. Schultz, and Robert D. Wagner, Jr. as members of the Board of Directors:

| Nominee                    | Votes For  | Votes For as Percentage of<br>Votes Cast | Votes Withheld |
|----------------------------|------------|--|----------------|
| William F. Murdy           | 30,325,647 | 92.9%                                    | 2,300,620      |
| Darcy G. Anderson          | 31,829,430 | 97.6%                                    | 796,837        |
| Herman E. Bulls            | 31,129,533 | 95.4%                                    | 1,496,734      |
| Alfred J. Giardinelli, Jr. | 30,397,493 | 93.2%                                    | 2,228,774      |
| Alan P. Krusi              | 31,838,316 | 97.6%                                    | 787,951        |
| Brian E. Lane              | 31,878,505 | 97.7%                                    | 747,762        |
| Franklin Myers             | 31,838,116 | 97.6%                                    | 788,151        |
| James H. Schultz           | 32,569,726 | 99.8%                                    | 56,541         |
| Robert D. Wagner, Jr.      | 31,869,579 | 97.7%                                    | 756,688        |

There were 2,321,053 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, 2012:

| Votes For  | Votes For as a Percentage<br>of Votes Cast | Votes Against | Votes Abstain |
|------------|--|---------------|---------------|
| 34,102,299 | 97.6%                                      | 839,924       | 5,097         |

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:

| Votes For  | Votes For as a Percentage of<br>Votes Cast | Votes Against | Votes Abstain |
|------------|--|---------------|---------------|
| 25,325,951 | 80.5%                                      | 6,123,079     | 1,177,237     |

There were 2,321,053 broker non-votes as to Proposal No. 3.

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Proposal No. 4. Vote regarding approval of the 2012 Equity Incentive Plan:

| <b>Votes For</b> | <b>Votes For as a Percentage of Votes<br/>Cast</b> | <b>Votes Against</b> | <b>Votes Abstain</b> |
|------------------|--|----------------------|----------------------|
| 24,738,953       | 78.2%  | 6,910,779            | 976,535              |

There were 2,321,053 broker non-votes as to Proposal No. 4.

Proposal No. 5. Vote regarding approval of the 2012 Senior Management Annual Performance Plan:

| <b>Votes For</b> | <b>Votes For as a Percentage of Votes<br/>Cast</b> | <b>Votes Against</b> | <b>Votes Abstain</b> |
|------------------|--|----------------------|----------------------|
| 30,850,449       | 97.5%  | 800,071              | 975,747              |

There were 2,321,053 broker non-votes as to Proposal No. 5.

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, Vice President and  
General Counsel

Date: May 18, 2012