

IES Holdings, Inc.  
Form 8-K  
February 08, 2018

**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): February 7, 2018**

**IES Holdings, Inc.**

**(Exact name of registrant as specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**001-13783**  
**(Commission**

**76-0542208**  
**(I.R.S. Employer**

**of Incorporation)**

**File Number)**

**Identification Number)**

**5433 Westheimer Road, Suite 500, Houston, Texas 77056**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code: (713) 860-1500**

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected 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 5.07. Submission of Matters to a Vote of Security Holders.**

On February 7, 2018, IES Holdings, Inc. ( IES or the Company ) held its 2018 Annual Stockholders Meeting (the Annual Meeting ). At the Annual Meeting, the Company s stockholders (1) elected all of the Company s nominees for director, (2) ratified the appointment of Ernst & Young LLP as the Company s certified public accountants for the fiscal year ending September 30, 2018, and (3) approved, by advisory vote, the compensation of the Company s named executive officers, as described in the proxy statement for the Annual Meeting.

- (1) Proposal One: Election of Directors to serve until the 2019 Annual Stockholders Meeting and until their successors are duly elected and qualified (or until their earlier death, resignation or removal). Each director was elected as follows:

		<b>BROKER NON-</b>		
	<b>NAME</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>VOTE</b>
01-	Todd M. Cleveland	17,995,353	117,801	2,330,646
02-	Joseph L. Dowling III	18,081,000	32,154	2,330,646
03-	David B. Gendell	18,070,189	42,965	2,330,646
04-	Jeffrey L. Gendell	18,067,063	46,091	2,330,646
05-	Joe D. Koshkin	17,979,493	133,661	2,330,646
06-	Robert W. Lewey	18,072,957	40,197	2,330,646
07-	Donald L. Luke	17,800,876	312,278	2,330,646

- (2) Proposal Two: Ratification of the appointment of Ernst & Young LLP as the Company s certified public accountants for the Company for fiscal year 2018 was approved as follows:

20,381,974	61,740	86	2,330,646
FOR	AGAINST	ABSTAIN	NON VOTE

- (3) Proposal Three: Approval, by advisory vote, of the compensation of the Company s named executive officers, as described in the proxy statement for the Annual Meeting:

18,080,554	23,243	9,357	2,330,646
FOR	AGAINST	ABSTAIN	NON VOTE

**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.

**IES HOLDINGS, INC.**

Date: February 8, 2018

*/s/ Gail D. Makode*

Gail D. Makode

*Senior Vice President and General Counsel*