

BEACON ROOFING SUPPLY INC  
Form 8-K  
February 12, 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): **February 11, 2015**

**BEACON ROOFING SUPPLY, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-50924**

(Commission File Number)

**36-4173371**

(IRS Employer  
Identification No.)

**505 Huntmar Park Drive, Suite 300**

**Herndon, VA**

**20170**

(Address of Principal Executive Offices) (Zip Code)

**(877) 645-7663**

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(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:

- ☐ 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.**

(a) 2015 Annual Meeting of Shareholders

The Annual Meeting of the Company was held on February 11, 2015.

(b) Voting Results

1.) Shareholders elected nine directors to hold office until the 2016 Annual Meeting of Shareholders or until their successors are elected and qualified. The final votes with respect to each director nominee were:

|                  | For        | Withheld  | Broker<br>Non-Votes |
|------------------|------------|-----------|---------------------|
| Robert R. Buck   | 44,999,440 | 1,142,555 | 1,356,083           |
| Paul M. Isabella | 45,773,901 | 368,094   | 1,356,083           |
| Richard W. Frost | 44,608,295 | 1,533,700 | 1,356,083           |
| James J. Gaffney | 44,668,789 | 1,473,206 | 1,356,083           |
| Peter M. Gotsch  | 37,832,292 | 8,309,703 | 1,356,083           |
| Neil S. Novich   | 45,722,252 | 419,743   | 1,356,083           |
| Stuart A. Randle | 44,636,458 | 1,505,537 | 1,356,083           |
| Wilson B. Sexton | 45,744,249 | 397,746   | 1,356,083           |
| Douglas L. Young | 45,795,005 | 346,990   | 1,356,083           |

2.) Shareholders ratified the appointment of Ernst & Young LLP, certified public accountants, as our independent registered public accounting firm for the fiscal year ending September 30, 2015. The final votes were:

|                  |            |
|------------------|------------|
| For              | 46,838,529 |
| Against          | 580,327    |
| Abstain          | 79,222     |
| Broker Non-Votes | 0          |

3.) Shareholders approved the compensation for our named executive officers as presented in our proxy statement on a non-binding, advisory basis. The final votes were:

|                  |            |
|------------------|------------|
| For              | 45,960,058 |
| Against          | 86,826     |
| Abstain          | 95,111     |
| Broker Non-Votes | 1,356,083  |

**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.

BEACON ROOFING SUPPLY,  
INC.

Date: February 12, 2015      By: /s/ JOSEPH M. NOWICKI  
JOSEPH M. NOWICKI  
Executive Vice President &  
Chief Financial Officer