

Altra Industrial Motion Corp.  
Form 8-K  
May 05, 2015

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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

ALTRA INDUSTRIAL MOTION CORP.  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other Jurisdiction of<br>Incorporation) | 001-33209<br>(Commission File Number) | 61-1478870<br>(IRS Employer Identification No.) |
|---|---------------------------------------|---|

|   |                     |
|---|---------------------|
| 300 Granite Street, Suite 201<br>Braintree, Massachusetts<br>(Address of Principal Executive Offices) | 02184<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (781) 917-0600

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

Altra Industrial Motion Corp. (“Altra”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on April 30, 2015. At the Annual Meeting, the stockholders:

- (1) elected all of the seven (7) nominees to serve as directors of Altra;
- (2) ratified the selection of Deloitte & Touche LLP as Altra’s independent registered accounting firm for the fiscal year 2015; and
- (3) approved an advisory vote to approve Altra’s 2014 named executive officer compensation .

The results for each matter voted on by the stockholders at the Annual Meeting were as follows:

Proposal 1. Election of Directors:

|                       | Shares "For" | Shares<br>"Withheld" | Broker<br>non-votes |
|-----------------------|--------------|----------------------|---------------------|
| Edmund M. Carpenter   | 24,940,036   | 149,131              | 291,821             |
| Carl L. Christenson   | 24,379,632   | 709,535              | 291,821             |
| Lyle G. Ganske        | 24,924,483   | 164,684              | 291,821             |
| Michael S. Lipscomb   | 24,926,150   | 163,017              | 291,821             |
| Larry McPherson       | 24,615,210   | 473,957              | 291,821             |
| Thomas W. Swidarski   | 24,954,823   | 134,344              | 291,821             |
| James H. Woodward Jr. | 24,972,381   | 116,786              | 291,821             |

Proposal 2. Ratification of Selection of Independent Registered Public Accounting Firm:

|                  |            |
|------------------|------------|
| Shares “For”     | 24,603,024 |
| Shares “Against” | 468,340    |
| Shares “Abstain” | 309,624    |
| Broker Non-Votes | N/A        |

Proposal 3. Advisory Vote to Approve the Compensation of the Company’s Named Executive Officers (“Say on Pay”):

|                  |            |
|------------------|------------|
| Shares “For”     | 24,040,990 |
| Shares “Against” | 1,042,677  |
| Shares “Abstain” | 5,500      |
| Broker Non-Votes | 291,821    |

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.

ALTRA INDUSTRIAL MOTION CORP.

/ s/ Glenn Deegan

Name: Glenn Deegan

Title: Vice President, Legal and Human Resources, General Counsel and  
Secretary

Date: May 5, 2015