

Civitas Solutions, Inc.
Form 8-K
March 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): March 6, 2015

CIVITAS SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36623
(Commission

File Number)
313 Congress Street, 6th Floor

65-1309110
(IRS Employer

Identification No.)

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Boston, Massachusetts 02210

(Address of principal executive offices, including Zip Code)

(617) 790-4800

(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 March 6, 2015, Civitas Solutions, Inc. (the Company) held its Annual Meeting of Stockholders (the 2015 Annual Meeting). At the 2015 Annual Meeting, the Company's stockholders elected each of the Company's three nominees to serve on the Company's Board of Directors until the Company's 2018 annual meeting of stockholders, approved the compensation of the Company's named executive officers on an advisory basis, recommended one year as the frequency of the advisory vote on named executive officer compensation on an advisory basis and ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm.

The results of the voting were as follows:

| | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------------|------------------|-----------------------|-------------------------|
| Election of Directors | | | |
| Chris A. Durbin | 33,596,410 | 2,022,188 | 745,644 |
| Patrick M. Gray | 35,555,433 | 63,165 | 745,644 |
| Bruce F. Nardella | 34,354,101 | 1,264,497 | 745,644 |

Accordingly, the three nominees received the highest number of votes cast and therefore each of the three nominees was elected to serve as a director.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------------|----------------------|--------------------|-------------------------|
| Advisory Vote on Named Executive Officer Compensation | 35,572,163 | 45,868 | 567 | 745,644 |

Accordingly, a majority of votes cast in the advisory vote on named executive officer compensation were for the approval of executive compensation as disclosed in the Company's proxy statement.

| | One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|--|-----------------|------------------|--------------------|--------------------|-------------------------|
| Advisory Vote on Frequency of the Advisory Vote on Named Executive Officer Compensation | 35,199,430 | 500 | 418,096 | 572 | 745,644 |

Accordingly, a majority of votes cast in the advisory vote on the frequency of the advisory vote on named executive officer compensation were for one year as the frequency of such advisory vote as disclosed in the Company's proxy statement.

In light of this vote, the Company's Board of Directors has determined that the Company will hold an advisory vote on named executive officer compensation every year until the next required vote on the frequency of future advisory votes on named executive officer compensation is held at the Company's annual meeting of stockholders in 2021, or until the Board of Directors otherwise determines that a different frequency for holding such vote is in the best interest of the Company's stockholders.

| | Votes For | Votes Against | Abstentions |
|--|------------------|----------------------|--------------------|
| Ratification of Independent Registered Public Accounting Firm | 36,349,499 | 13,909 | 834 |

Accordingly, a majority of votes cast on the ratification of auditors were in favor of the proposal and the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm was ratified.

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.

CIVITAS SOLUTIONS, INC.

/s/ Denis M. Holler

Name: Denis M. Holler

Title: Chief Financial Officer

Date: March 9, 2015