

PHIBRO ANIMAL HEALTH CORP

Form 8-K

November 08, 2016

**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): November 8, 2016 (November 7, 2016)

**Phibro Animal Health Corporation**

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(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

Delaware

01-36410

13-1840497

\_\_\_\_\_  
(State or other jurisdiction of  
incorporation)

\_\_\_\_\_  
(Commission File Number) (IRS Employer Identification No.)

Glenpointe Centre East, 3rd Floor

300 Frank W. Burr Boulevard, Suite 21

Teaneck, New Jersey 07666-6712

\_\_\_\_\_  
(Address of Principal Executive Offices, including Zip Code)

(201) 329-7300

\_\_\_\_\_  
(Registrant's telephone number, including area code)

Not Applicable

\_\_\_\_\_  
(Former name or former address, if changed since last report)

Check the appropriate box below if this 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 November 7, 2016, Phibro Animal Health Corporation (the “Corporation”) held its annual meeting of stockholders (the “Meeting”). Present at the Meeting in person or by proxy were holders of 17,205,917 shares of Class A common stock of the Corporation and 20,887,811 shares of Class B common stock of the Corporation, which together represent 99% of the voting power of all shares of common stock of the Corporation as of September 8, 2016, the record date for the Meeting, and constituting a quorum for the transaction of business at the Meeting.

The stockholders of the Corporation voted on the following items at the Meeting:

1. To elect three Class III Directors to serve until the 2019 annual meeting of stockholders and until their successors are duly elected and qualified; and
2. To ratify the selection of PricewaterhouseCoopers LLP (“PwC”) as the Corporation’s independent registered public accounting firm for the fiscal year ending June 30, 2017.

For more information about the foregoing proposals, see the Corporation’s 2016 Proxy Statement.

Holders of the shares of Class A common stock are entitled to one vote per share and holders of the shares of Class B common stock are entitled to ten votes per share. Holders of the shares of Class A common stock and holders of the shares of Class B common stock voted together as a single class on all matters (including the election of directors) submitted to a vote of stockholders at the Meeting.

The voting results for each of these proposals are detailed below.

### 1. Election of Class III Directors

| <b>Director Nominee</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------------|-----------------------|-------------------------|
| Jack C. Bendheim        | 218,748,983      | 6,724,546             | 610,498                 |
| E. Thomas Corcoran      | 220,865,340      | 4,608,189             | 610,498                 |
| Dr. George Gunn         | 225,231,535      | 241,994               | 610,498                 |

Based on the votes set forth above, each director nominee was duly elected to serve until the 2019 annual meeting of stockholders and until his or her successor is duly elected and qualified.

**2. Ratification of the Selection of PwC as Independent Registered Public Accounting Firm**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstained</b> |
|------------------|----------------------|------------------|
| 224,032,318      | 1,996,407            | 55,301           |

There were no broker non-votes on this proposal.

Based on the votes set forth above, the stockholders ratified the selection of PwC as the Corporation's independent registered public accounting firm for the fiscal year ending June 30, 2017.

**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 thereunto duly authorized.

PHIBRO ANIMAL HEALTH  
CORPORATION

Registrant

Date: November 8, 2016

By: /s/ Thomas G. Dagger  
Name: Thomas G. Dagger  
Senior Vice President, General Counsel  
Title: and Corporate Secretary