

II-VI INC  
Form 8-K  
November 13, 2018

**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): November 9, 2018**

**II-VI Incorporated**

**(Exact Name of Registrant as Specified in Charter)**

**PENNSYLVANIA**  
**(State or Other Jurisdiction**

**0-16195**  
**(Commission**

**25-1214948**  
**(I.R.S. Employer**

**of Incorporation)**

**File Number)**

**Identification Number)**

**375 Saxonburg Boulevard, Saxonburg, Pennsylvania 16056**

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**(Address of Principal Executive Offices) (Zip Code)**

**(724) 352-4455**

**(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 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

II-VI Incorporated (the Company) held its Annual Meeting of Shareholders on November 9, 2018 (the Annual Meeting). At the Annual Meeting, the Company's shareholders approved both the II-VI Incorporated 2018 Employee Stock Purchase Plan (the 2018 ESPP) and the II-VI Incorporated 2018 Omnibus Incentive Plan (the 2018 Plan).

A summary of the 2018 ESPP was included in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 21, 2018 (the 2018 Proxy Statement) under the section titled Approval of the 2018 Employee Stock Purchase Plan (Proposal 3) and is incorporated herein by reference. The summary of the 2018 ESPP contained in the 2018 Proxy Statement is qualified in its entirety by reference to the full text of the 2018 ESPP, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

A summary of the 2018 Plan was included in the 2018 Proxy Statement under the section titled Approval of the 2018 Omnibus Incentive Plan (Proposal 4) and is incorporated herein by reference. The summary of the 2018 Plan contained in the 2018 Proxy Statement is qualified in its entirety by reference to the full text of the 2018 Plan, which is filed as Exhibit 10.2 to this Current Report on Form 8-K.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) As of September 7, 2018, the record date for the Annual Meeting (the Record Date), there were 63,739,579 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. A total of 59,767,121 shares of the Company's common stock, or 93.8% of the total number of shares of the Company's common stock outstanding on the Record Date, were present in person or by proxy at the Annual Meeting.

(b) At the Annual Meeting, the Company's shareholders elected Vincent D. Mattera, Jr., Marc Y.E. Pelaez, and Howard H. Xia as Class One Directors to serve until the Company's 2021 annual meeting of shareholders or until their respective successors are duly elected and qualified (Proposal 1). Proposal 1 received the following votes:

Vincent D. Mattera, Jr.

			<b>Broker</b>
	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	51,768,204	452,800	389,701
Marc Y.E. Pelaez			7,156,416

			<b>Broker</b>
	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	48,421,750	3,423,557	765,398
Howard H. Xia			7,156,416

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker</b>
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			<b>Non-Votes</b>
51,394,939	824,991	390,775	7,156,416

At the Annual Meeting, the Company's shareholders approved (on a non-binding advisory basis) the Company's executive compensation paid to named executive officers in the Company's fiscal year 2018, as disclosed in the 2018 Proxy Statement ( Proposal 2 ). Proposal 2 received the following votes:

			<b>Broker</b>
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
49,568,590	2,696,580	345,535	7,156,416

At the Annual Meeting, the Company's shareholders approved the 2018 ESPP ( Proposal 3 ). Proposal 3 received the following votes:

			<b>Broker</b>
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
52,276,209	280,699	53,797	7,156,416

At the Annual Meeting, the Company's shareholders approved the 2018 Plan ( Proposal 4 ). Proposal 4 received the following votes:

			<b>Broker</b>
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
51,061,103	1,204,284	345,318	7,156,416

At the Annual Meeting, the Company's shareholders ratified the selection by the Audit Committee of the Company's Board of Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending June 30, 2019 ( Proposal 5 ). Proposal 5 received the following votes:

			<b>Broker</b>
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
58,309,670	574,620	882,831	

#### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 II-VI Incorporated 2018 Employee Stock Purchase Plan.

10.2 II-VI Incorporated 2018 Omnibus Incentive Plan.

**SIGNATURE**

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.

**II-VI Incorporated**

Date: November 13, 2018

By: /s/ Mary Jane Raymond  
Mary Jane Raymond  
Chief Financial Officer and Treasurer