

ULTRA CLEAN HOLDINGS INC
Form 8-K
May 23, 2014

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): May 21, 2014

ULTRA CLEAN HOLDINGS, INC.
(Exact Name of Registrant
as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-50646
(Commission File Number)

61-1430858
(IRS Employer Identification No.)

26462 CORPORATE AVENUE,
HAYWARD, CA
(Address of Principal Executive
Offices)

94545
(Zip Code)

Registrant's telephone number, including area code: (510) 576-4400

n/a
(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 (see General Instruction A.2. below):

- 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))

o 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.

At the Company's Annual Meeting of Stockholders held on May 21, 2014, stockholders considered and approved three proposals, each of which is described in more detail in the Company's definitive proxy statement filed on April 21, 2014 for the Annual Meeting of Stockholders.

The vote results detailed below represent the final results as certified by the Inspector of Elections:

Proposal 1

Election of directors for a one-year term.

| Director | For | Withheld | Broker Non-Vote |
|----------------------|------------|-----------|-----------------|
| Susan H. Billat | 17,997,844 | 671,688 | 4,869,231 |
| John Chenault | 18,110,836 | 558,696 | 4,869,231 |
| Clarence L. Granger | 18,250,647 | 418,885 | 4,869,231 |
| David T. ibnAle | 16,009,040 | 2,660,492 | 4,869,231 |
| Emily Maddox Liggett | 17,981,790 | 687,742 | 4,869,231 |
| Leonid Mezhvinsky | 15,326,715 | 3,342,817 | 4,869,231 |

Proposal 2

Ratification of the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for fiscal 2014.

| For | Against | Abstain |
|------------|---------|---------|
| 23,098,827 | 50,282 | 389,654 |

Proposal 3

Approval, by non-binding advisory vote, of the compensation paid by the Company to its Named Executive Officers.

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 17,900,027 | 265,520 | 503,985 | 4,869,231 |

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.

ULTRA CLEAN HOLDINGS, INC.

Date: May 22, 2014

By: /s/ Kevin C. Eichler

Name: Kevin C. Eichler

Title: Executive Vice President
and Chief Financial Officer