

LSB INDUSTRIES INC  
Form 8-K  
May 24, 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): May 23, 2018**

**LSB INDUSTRIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-7677**  
**(Commission**

**File Number)**  
**16 South Pennsylvania Avenue,**

**73-1015226**  
**(I.R.S. Employer**

**Identification No.)**

**Oklahoma City, Oklahoma 73107**

**Registrant's telephone number, including area code: (405) 235-4546**

**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 (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))

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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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

On May 23, 2018, LSB Industries, Inc. (the Company) held its 2018 Annual Meeting of Stockholders (the 2018 Annual Meeting). At the 2018 Annual Meeting, the stockholders: (i) elected the one director nominee listed in the Company's proxy statement to serve on the Board of Directors for terms expiring in 2021; (ii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018; and (iii) approved, on an advisory basis, a resolution approving the 2018 compensation of the Company's named executive officers, which is commonly referred to as a say-on-pay vote.

The final voting results for each of these matters are set forth below.

**1. Election of four nominees to the Company's Board of Directors whose term expires in 2021**

| <b>Name</b>       | <b>Number of Votes For</b> | <b>Number of Votes Withheld</b> |
|-------------------|----------------------------|---------------------------------|
| Mark R. Genender  | 19,077,106                 | 1,867,576                       |
| Barry H. Golsen   | 18,915,421                 | 2,029,261                       |
| Richard W. Roedel | 15,776,431                 | 5,168,251                       |
| Lynn F. White     | 16,355,703                 | 4,588,979                       |

In addition, there were 6,262,978 broker non-votes associated with respect to each nominee. All director nominees were duly elected at the 2018 Annual Meeting. Each of the individuals named in the above table will serve as director until the 2021 annual meeting of stockholders or until his/her successor is duly elected and qualified.

**2. Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for 2018**

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 26,750,000 | 339,256        | 118,404        |

There were no broker non-votes on this matter.

**3. Approval, on an advisory basis, of the compensation of the Company's named executive officers**

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 13,770,985 | 6,134,491      | 1,039,206      | 6,262,978               |

**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.

Dated: May 24, 2018

**LSB INDUSTRIES, INC.**

By: /s/ Michael J. Foster

Name: Michael J. Foster

Title: Senior Vice President and General  
Counsel

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