

CUBIC CORP /DE/  
Form 8-K  
February 23, 2016

**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**

**February 22, 2016**

Date of Report (date of earliest event reported)

**Cubic Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**1-8931**  
(Commission File No.)

**95-1678055**  
(I.R.S. Employer Identification No.)

**9333 Balboa Avenue**  
**San Diego, California**  
(Address of principal executive offices)

**92123**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 277-6780**

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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:

- o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14-d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  
  - o Pre-commencement communications pursuant to Rule 13-e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Cubic Corporation (the Company) held its annual meeting of shareholders on February 22, 2016 (the Annual Meeting). The Company's shareholders voted on the following proposals at the Annual Meeting and cast their votes as follows:

1. Election of Directors

| Nominee for Director | For        | Withheld  |
|----------------------|------------|-----------|
| Walter C. Zable      | 21,313,167 | 2,076,820 |
| Bruce G. Blakley     | 21,490,665 | 1,899,322 |
| Bradley H. Feldmann  | 22,987,320 | 402,667   |
| Edwin A. Guiles      | 23,012,932 | 377,055   |
| Janice M. Hamby      | 23,127,624 | 262,363   |
| Steven J. Norris     | 22,997,962 | 392,025   |
| Robert S. Sullivan   | 22,961,146 | 428,841   |
| John H. Warner, Jr.  | 22,985,831 | 404,156   |

In accordance with the above results, each nominee was elected to serve as a director.

|   | For        | Against | Abstain | Broker Non-Votes |
|---|------------|---------|---------|------------------|
| 2. To amend the Company's Amended and Restated Certificate of Incorporation to eliminate restrictions on removal of directors | 23,321,223 | 56,652  | 12,112  | 1,779,934        |

In accordance with the above results, the amendment to the Company's Amended and Restated Certificate of Incorporation was approved.

|   | For        | Against | Abstain | Broker Non-Votes |
|---|------------|---------|---------|------------------|
| 3. To approve, on an advisory basis, the compensation of the Company's executive officers | 22,642,740 | 620,720 | 126,527 | 1,779,934        |

In accordance with the above results, the compensation of the Company's executive officers was approved on an advisory basis.

|  | For        | Against | Abstain |
|--|------------|---------|---------|
| 4. To confirm the selection of Ernst & Young LLP as the Company's independent registered public accountants for fiscal year 2016 | 25,035,662 | 113,960 | 20,299  |

In accordance with the above results, the selection of Ernst & Young LLP was approved.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 23, 2016

CUBIC CORPORATION

|        |   |
|--------|---|
| By:    | /s/ James R. Edwards                                  |
| Name:  | James R. Edwards                                      |
| Title: | Senior Vice President,<br>General Counsel & Secretary |