

FOSTER L B CO
Form 8-K
May 24, 2013

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, 2013

L. B. Foster Company

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

000-10436
(Commission
File Number)

25-1324733
(I.R.S. Employer
Identification No.)

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415 Holiday Drive, Pittsburgh, Pennsylvania
(Address of principal executive offices)

15220
(Zip Code)

Registrant's telephone number, including area code (412) 928-3400

(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))

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

L.B. Foster Company (the Company) held its annual meeting of shareholders (the Annual Meeting) on May 23, 2013. The shareholders considered four proposals, each of which is described in the Company's definitive proxy statement dated April 12, 2013 and filed with the Securities and Exchange Commission. Results of votes with respect to the proposals submitted at the Annual Meeting are set forth below.

Proposal 1: Election of Directors

| Name | Authority Granted | Withheld Authority | Broker Non-vote |
|--------------------|----------------------|-----------------------|--------------------|
| Robert P. Bauer | 7,794,702 | 689,238 | 1,159,101 |
| Lee B. Foster, II | 7,776,846 | 707,094 | 1,159,101 |
| Peter McIlroy II | 7,427,218 | 1,056,722 | 1,159,101 |
| G. Thomas McKane | 7,402,477 | 1,081,463 | 1,159,101 |
| Diane B. Owen | 7,812,250 | 671,690 | 1,159,101 |
| William H. Rackoff | 7,400,015 | 1,083,925 | 1,159,101 |
| Suzanne B. Rowland | 7,831,588 | 652,352 | 1,159,101 |

As a result of the shareholder vote, all of the foregoing candidates were elected.

Proposal 2: Ratification of appointment of Ernst & Young LLP as the Company's independent registered public accountants for 2013:

| | Authority Granted | Withheld Authority | Abstained Authority |
|-------------------|----------------------|-----------------------|------------------------|
| Ernst & Young LLP | 9,505,034 | 93,694 | 44,313 |

The foregoing proposal was approved.

Proposal 3: Say on pay

| | Authority Granted | Withheld Authority | Abstained Authority | Broker Non-vote |
|--|----------------------|-----------------------|------------------------|--------------------|
| Advisory vote on compensation paid to named executive officers | 7,373,952 | 1,064,881 | 45,107 | 1,159,101 |

The foregoing proposal was approved.

Proposal 4: Approval of The L. B. Foster Company Executive Annual Incentive Compensation Plan, as amended and restated.

| | Authority Granted | Withheld Authority | Abstained Authority | Broker Non-vote |
|--|----------------------|-----------------------|------------------------|--------------------|
| Approval of the Executive Annual Incentive Compensation Plan | 7,488,975 | 980,596 | 14,369 | 1,159,101 |

The foregoing proposal was approved.

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.

L.B. Foster Company
(Registrant)

Date: **May 24, 2013**

/s/ Joseph S. Cancilla
Joseph S. Cancilla
Vice President, General Counsel

and Secretary