

Section 1: 8-K (8-K)

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 16, 2019

Vishay Precision Group, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-34679
(Commission File Number)

27-0986328
(I.R.S. Employer Identification
Number)

3 Great Valley Parkway, Suite 150
Malvern, PA
(Address of Principal Executive Offices)

19355
(Zip Code)

(484) 321-5300

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common stock, \$0.10 par value

Trading Symbol(s)
VPG

Name of each exchange on which registered
New York Stock Exchange

Check the appropriate box below if the Form 8-K 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
]

[Soliciting material pursuant to Rule 14a-12 under the Exchange Act
]

[Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
]

[Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
]

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 16, 2019, Vishay Precision Group, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). A total of 12,486,440 shares of the Company’s common stock and 1,025,158 shares of the Company’s Class B common stock were entitled to vote as of March 26, 2019, the record date for the Annual Meeting, of which 10,907,810 were present in person or by proxy at the Annual Meeting (representing 20,076,731 total votes). Each share of common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes. The following is a summary of the final voting results for each matter presented to stockholders.

Proposal 1: Election of Directors

The Company’s stockholders voted to elect Janet Clarke, Wesley Cummins, Bruce Lerner, Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman to serve as directors of the Company for a one-year term expiring on the date of the Company’s 2020 Annual Meeting of Stockholders. The number of votes cast in the election of directors was as follows:

Nominee	For	Withheld	Broker Non-Votes
Janet Clarke	19,801,107	275,624	—
Wesley Cummins	19,979,829	96,902	—
Bruce Lerner	19,083,145	993,586	—
Saul Reibstein	18,103,871	1,972,860	—
Ziv Shoshani	20,018,090	58,641	—
Timothy Talbert	18,889,206	1,187,525	—
Marc Zandman	19,944,743	131,988	—

Proposal 2: Advisory, Non-binding Vote Related to Executive Compensation

The Company’s stockholders, on an advisory basis, voted to approve the non-binding resolution relating to executive compensation, as follows:

	For	Against	Abstentions	Broker Non-Votes
Approval of 2018 compensation of named executive officers	19,879,669	180,373	16,689	—

