

Willbros Group, Inc.\NEW\  
Form 8-K  
May 24, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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, 2013**

**WILLBROS GROUP, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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(State or Other Jurisdiction

(Commission

(IRS Employer

of Incorporation)

File Number)

Identification No.)

4400 Post Oak Parkway, Suite 1000, Houston, Texas  
(Address of Principal Executive Offices)

(713) 403-8000

77027  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

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))

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

On May 21, 2013, Willbros Group, Inc. (the Company), held its 2013 Annual Meeting of Stockholders (the Annual Meeting). A total of 49,630,465 shares of the Company's common stock were entitled to vote as of April 1, 2013, the record date for the Annual Meeting. There were 45,198,540 shares present, in person or by proxy, at the Annual Meeting (or 91.1% of the outstanding shares), at which the stockholders were asked to vote on three proposals. Set forth below are the matters acted upon by the stockholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal One Election of Directors**

The stockholders voted to elect three Class II Directors to serve for a term of three years expiring at the annual meeting of stockholders in 2016 and until their successors shall be duly elected and qualified. The results of the vote were as follows:

	For	Against	Abstain	Broker Non-Votes
John T. McNabb, II	39,814,669	638,670	147,545	4,597,656
Robert L. Sluder	35,754,860	2,955,759	1,890,265	4,597,656
S. Miller Williams	38,502,777	1,949,562	148,545	4,597,656

**Proposal Two Advisory Vote to Approve**

**Named Executive Officer Compensation**

The stockholders voted to approve, on an advisory basis, named executive officer compensation. The results of the vote were as follows:

	For	Against	Abstain	Broker Non-Votes
	33,028,894	4,554,839	3,017,151	4,597,656

**Proposal Three Ratification of Appointment of Independent**

**Registered Public Accounting Firm**

The stockholders voted to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013. The results of the vote were as follows:

	For	Against	Abstain	Broker Non-Votes
	44,363,209	641,625	193,706	-0-

**SIGNATURES**

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

WILLBROS GROUP, INC.

Date: May 24, 2013

By: /s/ Van A. Welch  
Van A. Welch  
Executive Vice President and

Chief Financial Officer