

LENNOX INTERNATIONAL INC  
Form 8-K  
May 13, 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**

**Date of report (date of earliest event reported):**

**May 12, 2016**

**LENNOX INTERNATIONAL INC.**

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

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-15149**  
**(Commission**  
**File Number)**  
**2140 Lake Park Blvd.**

**42-0991521**  
**(IRS Employer**  
**Identification No.)**

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**Richardson, Texas 75080**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code:**

**(972) 497-5000**

**(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 12, 2016, the Company held its Annual Meeting of Stockholders. During this meeting, our stockholders were asked to consider and vote upon three proposals: (1) the election of three Class III Directors to our Board of Directors to serve for a three-year term which expires at the annual meeting of stockholders in 2019; (2) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the 2016 fiscal year; and (3) an advisory vote to approve the compensation of the named executive officers.

On the record date of March 18, 2016, there were 43,598,977 shares of the Company's common stock issued and outstanding and entitled to be voted at the annual meeting. For each proposal, the results of the stockholder voting were as follows:

|   | <b>Votes<br/>For</b> | <b>Votes<br/>Withheld</b> | <b>Broker<br/>Non-Votes</b> |                             |
|---|----------------------|---------------------------|-----------------------------|-----------------------------|
| <b>1. Election of director nominees to serve as Class III directors, for a term which expires at the annual meeting of stockholders in 2019</b> |                      |                           |                             |                             |
| Todd M. Bluedorn  | 31,412,318           | 891,209                   | 5,397,983                   |                             |
| Terry D. Stinson  | 27,460,719           | 4,842,808                 | 5,397,983                   |                             |
| Kim K.W. Rucker   | 32,183,829           | 119,698                   | 5,397,983                   |                             |
|   |                      |                           |                             |                             |
|   | <b>Votes<br/>For</b> | <b>Votes<br/>Against</b>  | <b>Abstain</b>              |                             |
| <b>2. Ratification of appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2016</b>           |                      |                           |                             |                             |
|   | 37,499,820           | 105,044                   | 96,646                      |                             |
|   |                      |                           |                             |                             |
|   | <b>Votes<br/>For</b> | <b>Votes<br/>Against</b>  | <b>Abstain</b>              | <b>Broker<br/>Non-Votes</b> |
| <b>3. Advisory vote on the compensation of the Company's named executive officers</b>   |                      |                           |                             |                             |
|   | 31,810,755           | 278,102                   | 214,670                     | 5,397,983                   |

**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.

LENNOX INTERNATIONAL INC.

Date: May 13, 2016

By: /s/ Jim Markey

Name: Jim Markey

Title: Assistant Secretary