

LYDALL INC /DE/  
Form 8-K  
May 01, 2014

**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): April 25, 2014**

**LYDALL, INC.**

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

**Commission file number: 1-7665**

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**06-0865505**

(I.R.S. Employer Identification No.)

**One Colonial Road, Manchester, Connecticut**  
(Address of principal executive offices)

**06042**  
(zip code)

**Registrant's telephone number, including area code: (860) 646-1233**

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:

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.**

At the annual meeting of stockholders of Lydall, Inc. (the “Company”) held on April 25, 2014, stockholders voted on three proposals presented to them for consideration:

**1. Election of Nominees to the Board of Directors**

The following nominees were elected to the Company’s Board of Directors to serve until the next annual meeting to be held in 2015 and until their successors are duly elected and qualified. The results of the voting were as follows:

<b>Director</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Dale G. Barnhart	14,012,721	283,454	1,144,852
Kathleen Burdett	14,046,719	249,456	1,144,852
W. Leslie Duffy	13,950,661	345,514	1,144,852
Matthew T. Farrell	14,045,893	250,282	1,144,852
Marc T. Giles	14,044,369	251,806	1,144,852
William D. Gurley	14,045,869	250,306	1,144,852
Suzanne Hammett	14,009,807	286,368	1,144,852
S. Carl Soderstrom, Jr.	14,024,106	272,069	1,144,852

**2. Advisory Vote on Executive Compensation**

Stockholders approved, on an advisory basis, the executive compensation of the Company’s named executive officers. The results of the voting were as follows:

For	13,874,040
Against	36,801
Abstain	385,334
Broker Non-Votes	1,144,852

**3. Ratification of Appointment of Independent Auditors**

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Stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2014. The results of the voting were as follows:

For 15,325,224  
Against 114,961  
Abstain 842

**SIGNATURE**

**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 thereunto duly authorized.**

LYDALL, INC.

May  
1, By: /s/ Chad A. McDaniel  
2014

**Chad A. McDaniel**

**Vice President, General Counsel and Secretary**