

OM GROUP INC  
Form 8-K  
August 13, 2015

**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): August 10, 2015**

**OM GROUP, INC.**

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

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

**001-12515**  
**(Commission**  
  
**File Number)**  
**950 Main Avenue**

**52-1736882**  
**(I.R.S. Employer**  
  
**Identification Number)**

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**Suite 1300**

**Cleveland, Ohio 44113-7210**

**(Address of principal executive offices) (Zip code)**

**(216) 781-0083**

**(Registrant's telephone number, including area code)**

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 special meeting of stockholders of OM Group, Inc. (the Company) held on August 10, 2015, stockholders approved (i) the proposal to adopt the merger agreement (the Merger Agreement), dated May 31, 2015, by and among Duke Acquisition Holdings, LLC (Parent), Duke Acquisition, Inc. (Merger Sub), MacDermid Americas Acquisitions, Inc (Carve-out Buyer), and the Company, and (ii) the proposal to approve, on a non-binding advisory basis, the compensation to be paid to OM Group's named executive officers that is based on or otherwise relates to the merger.

On July 9, 2015, the record date for stockholders entitled to notice of, and to vote at, the special meeting, 30,982,141 common shares of the Company were issued and outstanding. The holders of 26,177,791 common shares of the Company were present at the special meeting, either in person or represented by proxy, constituting a quorum. Set forth below are the final voting results for each of the proposals.

**Proposal 1.** Adoption of the Merger Agreement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
23,453,466	2,268,522	455,803

**Proposal 2.** Non-binding advisory vote to approve merger-related named executive officer compensation.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
14,815,587	10,904,096	458,108

Since there were sufficient votes represented at the special meeting to adopt the Merger Agreement, the proposal to adjourn the special meeting to permit further solicitation of proxies to adopt the Merger Agreement was moot and therefore not presented or voted on.

**Item 9.01. Financial Statements and Other Exhibits.****Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release, dated August 10, 2015.

**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.

**OM GROUP, INC.**

By: /s/ Christopher M. Hix  
Christopher M. Hix  
Chief Financial Officer

Date: August 13, 2015

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated August 10, 2015.