

EAGLE MATERIALS INC  
Form 8-K  
August 09, 2012

**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): August 7, 2012

**Eagle Materials Inc.**

(Exact name of registrant as specified in its charter)

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

**1-12984**  
(Commission  
File Number)

**75-2520779**  
(IRS Employer  
Identification No.)

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**3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas**

(Address of principal executive offices)

**Registrant's telephone number including area code: (214) 432-2000**

**75219**

(Zip code)

**Not Applicable**

(Former name or former address if changed from 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:

- .. 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.**

The Company held its Annual Meeting of Stockholders on August 7, 2012. At the Annual Meeting, F. William Barnett, Ed H. Bowman and David W. Quinn were elected to the Board of Directors by the holders of the Company's Common Stock, par value \$0.01 per share, to serve until the 2015 Annual Meeting of Stockholders. The Company's stockholders also approved an advisory resolution regarding the compensation of the Company's named executive officers, as well as the expected appointment by the Company's Board of Directors of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending March 31, 2013. Voting results for the director nominees and the other proposals are summarized as follows:

*Election of Class III Directors*

Director Nominee	Number of Shares of Common Stock			Broker Non-Votes
	For	Against	Abstain	
F. William Barnett	36,185,249	491,697	3,864	4,456,147
Ed H. Bowman	35,556,812	1,120,134	3,864	4,456,147
David W. Quinn	35,918,416	758,530	3,864	4,456,147

Robert L. Clarke and Steven R. Rowley continue to serve as directors with a term expiring in 2013. Laurence E. Hirsch, Michael R. Nicolais and Richard R. Stewart continue to serve as directors with a term expiring in 2014.

*Approval of an advisory resolution regarding the compensation of the Company's named executive officers*

Number of Shares of Common Stock				Broker Non-Votes
For	Against	Abstain		
27,401,177	9,265,019	14,614		4,456,147

*Approval of Ernst & Young LLP as the Independent Auditors*

Number of Shares of Common Stock				Broker Non-Votes
For	Against	Abstain		
40,708,481	425,012	3,464		0

**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.

EAGLE MATERIALS INC.

By: /s/ James H. Graass  
James H. Graass

Executive Vice President, General Counsel and

Secretary

Date: August 9, 2012