

SJW GROUP
Form 8-K
April 25, 2019

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 24, 2019

SJW Group
(Exact name of registrant as specified in its charter)

Delaware 001-8966 77-0066628
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

110 W. Taylor Street, San 95110
Jose, California
(Address of principal (Zip Code)
executive offices)

(408) 279-7800
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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act []

Item 2.02: Results of Operations and Financial Condition.

On April 24, 2019, SJW Group (the "Corporation") announced its financial results for the quarter ended March 31, 2019. A copy of the press release announcing the financial results is attached hereto as Exhibit 99.1 and incorporated into this Item 2.02 of Form 8-K by reference.

Item 5.03: Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 24, 2019, the stockholders of the Corporation approved the Certificate of Amendment to the Corporation's Certificate of Incorporation to increase the number of authorized shares of the Corporation's common stock, par value \$0.001, from 36,000,000 shares to 70,000,000 shares. The increase of authorized shares of common stock was effected by the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware on April 24, 2019. A copy of the Certificate of Amendment is attached as Exhibit 3.1 to this Form 8-K and is incorporated into this Item 5.03 by reference.

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

At the Corporation's 2019 annual meeting of stockholders held on April 24, 2019, the following proposals were approved by the stockholders: (i) the election of eight (8) nominees listed in the proxy statement to serve on the Board of Directors of the Corporation, (ii) the compensation of named executive officers as disclosed in the proxy statement, on an advisory basis, (iii) the amendment to the Corporation's Certificate of Incorporation to increase the number of authorized shares of common stock, and (iv) the ratification of the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2019, each by the votes set forth below:

Proposal 1: Election of Directors:

| Name of Director | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| Katharine Armstrong | 21,497,511 | 446,532 | 32,349 | 4,615,774 |
| Walter J. Bishop | 21,476,985 | 467,107 | 32,300 | 4,615,774 |
| Douglas R. King | 21,312,039 | 482,771 | 181,582 | 4,615,774 |
| Gregory P. Landis | 21,661,147 | 134,237 | 181,008 | 4,615,774 |
| Debra C. Man | 21,626,235 | 317,386 | 32,771 | 4,615,774 |
| Daniel B. More | 21,586,001 | 356,039 | 34,352 | 4,615,774 |
| Eric W. Thornburg | 20,877,677 | 1,066,296 | 32,419 | 4,615,774 |
| Robert A. Van Valer | 21,446,548 | 497,349 | 32,495 | 4,615,774 |

Proposal 2: Approval, on an advisory basis, of the compensation of named executive officers as disclosed in the proxy statement:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 21,281,314 | 610,044 | 85,034 | 4,615,774 |

Proposal 3: Approval of the Amendment to the Corporation's Certificate of Incorporation to increase the number of authorized shares of common stock:

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| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 24,437,917 | 2,063,562 | 90,687 | 0 |

Proposal 4: Ratification of Appointment of
Independent Registered Public Accounting
Firm:

For Against Abstain Broker Non-Votes
26,191,753 367,869 32,544 0

Item 9.01: Financial Statements and Exhibits.

9.01:

(d) Exhibits

Exhibit Description of Document
Number

3.1 Certificate of Amendment of Certificate of Incorporation of SJW Group.

99.1 Press Release issued by SJW Group dated April 24, 2019 announcing the 2019 First Quarter Financial Results.

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 thereunto duly authorized.

SJW GROUP

Date: April 24, 2019 /s/ James P. Lynch

James P. Lynch, Chief Financial Officer and Treasurer