

AZZ INC  
Form 8-K  
July 10, 2012

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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):  
July 10, 2012

AZZ incorporated  
(Exact name of Registrant as specified in its charter)

TEXAS  
(State or Other  
Jurisdiction of  
Incorporation or  
Organization)

1-12777  
Commission File No.

75-0948250  
(I.R.S. Employer  
Identification Number)

One Museum Place, Suite 500  
3100 West 7th Street  
Fort Worth, TX 76107  
(Address of principal executive  
offices, including zip code)

Registrant's Telephone Number, including Area Code: (817) 810-0095

None  
(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):

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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))

Section 5 – Corporate Governance and Management

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

On July 10, 2012, AZZ incorporated (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders approved four proposals. The proposals are described in detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on June 1, 2012. The final voting results with respect to each proposal voted upon at the Annual Meeting are set forth below.

Proposal 1. Election of three directors for terms expiring in 2015.

|                 | For        | Withheld | Broker<br>Non-Votes |
|-----------------|------------|----------|---------------------|
| David H. Dingus | 10,440,241 | 231,639  | 1,444,693           |
| Dana L. Perry   | 9,920,426  | 751,454  | 1,444,693           |
| Daniel E. Berce | 10,296,997 | 374,883  | 1,444,693           |

Proposal 2. Approval of the Say-On-Pay Proposal on its executive compensation program.

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 10,214,934 | 412,373 | 44,573  | 1,444,693           |

Proposal 4. Ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending on February 28, 2013.

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 11,823,689 | 45,764  | 247,120 | -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.

AZZ incorporated

Date: July 10, 2012

By: /s/ Dana Perry  
Dana Perry  
Senior Vice President Finance  
Chief Financial Officer

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