

BARNES GROUP INC

FORM 8-K (Current report filing)

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Address	123 MAIN ST BRISTOL, CT 06010
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Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

**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): May 9, 2014

BARNES GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-4801

(Commission File Number)

06-0247840

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

123 Main Street, Bristol, Connecticut

(Address of principal executive offices)

06010

(Zip Code)

(860) 583-7070

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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) At the 2014 Annual Meeting of Stockholders held on May 9, 2014, the stockholders of Barnes Group Inc. (“Barnes” or the “Company”) approved the Barnes Group Inc. 2014 Stock and Incentive Award Plan (the “Plan”), under which the Company may issue equity-based awards to any person who renders or has rendered services that benefit or will benefit the Company or its subsidiaries, including employees, directors, consultants, advisors, independent contractors or agents. The Barnes Group Inc. Stock and Incentive Award Plan, as amended on March 15, 2010 (the “Prior Plan”), was merged with and into the Plan.

The Plan authorizes for issuance 7,616,477 shares of Barnes common stock, reduced (i) for each share subject to a stock option or stock appreciation right granted after December 31, 2013 under the Prior Plan, on the basis of a fixed ratio of 1:1, and (ii) for each share subject to a stock-based award (other than an option or stock appreciation right) granted after December 31, 2013 under the Prior Plan, on the basis of a fixed ratio of 2.84:1, subject to adjustment as described in the Plan. The Plan was approved by the Company’s Board of Directors (the “Board”) on February 12, 2014, subject to stockholder approval.

A description of the material terms of the Plan can be found in the section of the Definitive Proxy Statement on Schedule 14A filed by the Company on March 27, 2014 entitled “Proposal to Approve the 2014 Barnes Group Inc. Stock and Incentive Award Plan (Item 4),” which is incorporated by reference into this Form 8-K.

The foregoing summary is qualified in its entirety by reference to the Plan filed as Annex 1 to the Definitive Proxy Statement on Schedule 14A filed by the Company on March 27, 2014, which is incorporated by reference into this Form 8-K.

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

Below are the final voting results for each of the proposals submitted to a vote of the stockholders at the Company's 2014 Annual Meeting held on May 9, 2014:

(1) Election of directors:

<u>Director</u>	<u>For a Term Expiring in</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
William S. Bristow, Jr.	2015	45,647,232	644,428	4,062,318
Patrick J. Dempsey	2015	45,499,131	792,529	4,062,318
Hassell H. McClellan	2015	45,853,786	437,874	4,062,318
JoAnna Sohovich	2015	45,979,609	312,051	4,062,318

(2) Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
49,352,830	838,482	162,666	0

(3) Advisory (non-binding) resolution to approve the Company's executive compensation:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
37,714,108	7,707,238	870,314	4,062,318

(4) Approve the 2014 Barnes Group Inc. Stock and Incentive Award Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
36,066,615	9,450,791	774,254	4,062,318

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press release of the Company dated May 9, 2014.

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.

Dated: May 9, 2014

BARNES GROUP INC.
(Registrant)

By: /s/ CLAUDIA S. TOUSSAINT

Claudia S. Toussaint
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press Release of the Company dated May 9, 2014.



Exhibit 99.1
Barnes Group Inc.
123 Main Street
Bristol, CT 06010

NEWS RELEASE

BARNES GROUP INC. ELECTS JOANNA SOHOVICH TO BOARD OF DIRECTORS

BRISTOL, Conn., May 9, 2014 - Barnes Group Inc. (NYSE: B), an international industrial and aerospace manufacturer and service provider, today announced that JoAnna Sohovich has been elected to the Company's Board of Directors, effective immediately.

Ms. Sohovich is the Global President of Stanley Black & Decker's Industrial & Automotive Repair Division ("IAR"), the world's largest manufacturer of hand and power tools, where she is responsible for growth and innovation across a number of global brands and service offerings. Ms. Sohovich joined Stanley Black & Decker in 2011 as IAR President for North America, Asia and other Emerging Regions, and in 2012 was promoted to Global President, IAR.

Before joining Stanley Black & Decker, Ms. Sohovich had a ten-year career at Honeywell International in several positions of increasing responsibility, culminating in her assuming the role of President, Security & Communications (Americas Region), the world's largest manufacturer of electronic security systems and lifestyle services. Prior to this, Ms. Sohovich held leadership positions related to Repair and Overhaul and continuous improvement at Allied Signal and Cisco respectively. Ms. Sohovich began her career as an officer in the United States Navy.

"We are extremely pleased to welcome JoAnna to our Board," said Thomas O. Barnes, Chairman of the Board, Barnes Group Inc. "JoAnna has extensive experience in the industrial business-to-business sector along with pertinent experience in aerospace overhaul and repair. She has held leadership roles in general management, marketing, business development, operations, and continuous improvement at two global organizations, Stanley Black & Decker and Honeywell International, and we look forward to her contributions as a Director on our Board."

"JoAnna's breadth and depth of experience in the global industrial and aerospace sectors, coupled with her expertise in business administration and continuous improvement processes will be a tremendous asset to the Board," added Gary G. Benanav, Chair of Barnes Group's Corporate Governance Committee.

Ms. Sohovich holds a Bachelor's degree in Economics from the United States Naval Academy and a Master's degree in Business Administration from Santa Clara University.

About Barnes Group

Founded in 1857, Barnes Group Inc. (NYSE: B) is an international industrial and aerospace manufacturer and service provider, serving a wide range of end markets and customers. The products and services provided by Barnes Group are used in far-reaching applications that provide transportation, communication, manufacturing and technology to the world. Barnes Group's approximately 4,300 dedicated employees, at more than 60 locations worldwide, are committed to achieving consistent and sustainable profitable growth. For more information, visit www.BGInc.com.

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