

**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: June 30, 2020

(Date of earliest event reported)

A. M. CASTLE & CO.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	1-5415 (Commission File Number)	36-0879160 (IRS Employer Identification No.)
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**1420 Kensington Road, Suite 220
Oak Brook, IL 60523**

(Address of principal executive offices)

Registrant's telephone number including area code: **(847) 455-7111**

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 (see General Instruction A.2. below):

- 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 13 e-4(c) under the Exchange Act (17 CFR 240.13 e-4(c))

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
<u>Common Stock, Par Value \$0.01 Per Share</u>	<u>CTAM</u>	<u>OTCQX Best Market</u>

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

At the Annual Meeting of Stockholders for A.M. Castle & Co. (the “Company”) held on June 30, 2020, the Company’s stockholders approved a proposal to amend the Company’s charter to authorize an increase in the Company’s authorized shares of capital stock and Common Stock. On June 30, 2020, the Company filed Articles of Amendment with the Secretary of State of the State of Maryland, which amended its Articles of Amendment and Restatement effective on such date. A copy of the Articles of Amendment is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The material terms of the amendment to the Company’s charter are described in more detail in the Company's Proxy Statement, filed with the Securities and Exchange Commission on May 29, 2020 (the “Proxy Statement”) under “Proposal No. 4 – Approval of Charter Amendment to Increase Authorized Shares of Common Stock.” Such description is qualified in its entirety by reference to the text of the Articles of Amendment.

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

The Company held its Annual Meeting of Stockholders on June 30, 2020. The matters that were voted on at the Annual Meeting of Stockholders and the final voting results for each matter are set forth below.

Proposal No. 1: Election of Directors

The following director nominees were elected to the Board of Directors of the Company to serve until to serve until the Company’s 2021 Annual Meeting of Stockholders or until their successors are elected and qualified.

<u>Director Nominee</u>	<u>For</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Jeffrey A. Brodsky	57,005,521	78,586	625,062
Marec E. Edgar	57,076,529	7,578	625,062
Jonathan B. Mellin	57,004,320	79,787	625,062
Steven W. Scheinkman	57,076,147	7,960	625,062
Jonathan Segal	57,075,864	8,243	625,062
Michael J. Sheehan	57,075,867	8,240	625,062
Parker Tornell	57,075,874	8,233	625,062

Proposal No. 2: Advisory Vote to Approve Executive Compensation

A proposal to approve, on an advisory non-binding basis, the Company's executive compensation as disclosed in the Proxy Statement passed as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
57,070,558	11,554	1,995	625,062

Proposal No. 3: Ratification of Appointment of Independent Registered Public Accounting Firm

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020 was ratified as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
57,707,054	1,709	406	0

Proposal No. 4: Approval of Charter Amendment to Increase Authorized Shares of Common Stock

A proposal to approve the amendment of the Company’s Articles of Amendment and Restatement to authorize an increase in the Company’s authorized shares of capital stock and Common Stock passed as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
56,597,326	486,337	444	625,062

Item 9.01 – Financial Statements and Exhibits

(d) The following exhibit is filed herewith:

Exhibit Number	Description
3.1	<u>Articles of Amendment of A.M. Castle & Co., dated June 30, 2020</u>

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.

A.M. CASTLE & CO.

July 2, 2020

By: /s/ Jeremy Steele

Jeremy Steele
Senior Vice President, General Counsel &
Secretary

**ARTICLES OF AMENDMENT
OF
A. M. CASTLE & CO.
A MARYLAND CORPORATION**

A. M. Castle & Co., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting the first two sentences of Article FIFTH in their entirety and inserting the following in lieu thereof:

“The total number of shares of stock which the Corporation shall have authority to issue is 400,000,000, consisting of 400,000,000 shares of common stock, \$.01 par value per share (“Common Stock”). The aggregate par value of all authorized shares of all classes of stock having par value is \$4,000,000.”

SECOND: The amendments to the charter of the Corporation as set forth above have been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

THIRD: Immediately prior to the above amendments, the Corporation had authority to issue 200,000,000 shares of stock, consisting of 200,000,000 shares of Common Stock. The aggregate par value of all authorized shares of all classes of stock having par value was \$2,000,000.

FOURTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendments is 400,000,000, consisting of 400,000,000 shares of Common Stock. The aggregate par value of all authorized shares of all classes of stock having par value is \$4,000,000.

FIFTH: These Articles of Amendment shall become effective at 5:00 p.m., Eastern Time, on June 30, 2020 (the “Effective Time”).

SIXTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 30th day of June, 2020.

ATTEST:

A.M. Castle & Co.

By: /s/ Jeremy T. Steele
Name: Jeremy T. Steele
Title: Secretary

By: /s/ Marec E. Edgar
Name: Marec E. Edgar
Title: President and Chief Executive Officer