

# CASTLE A M & CO

## FORM 8-K (Current report filing)

Filed 04/30/12 for the Period Ending 04/24/12

Address	1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523
Telephone	8474557111
CIK	0000018172
Symbol	CAS
SIC Code	5051 - Metals Service Centers and Offices
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report: **April 24, 2012**  
(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.)

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

On April 24, 2012, G. Nicholas Jones' employment with A.M. Castle & Co. (the "Company") terminated, and he ceased serving in his position as Vice President and President, Castle Metals Oil & Gas.

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

As described in Item 5.07 of this Current Report, at the Annual Meeting of Stockholders of the Company held on April 26, 2012, upon recommendation of the Board of Directors, the stockholders voted on and approved an amendment to the Company's charter to increase the number of authorized shares of common stock from 30,000,000 shares to 60,000,000 shares. The increase in the number of authorized shares of common stock was effected pursuant to Articles of Amendment (the "Articles of Amendment"), filed with the State Department of Assessments and Taxation of Maryland on April 27, 2012. A copy of the Articles of Amendment is attached as Exhibit 3.1 hereto and is incorporated into this Item 5.03 by reference.

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

The Company held its Annual Meeting on April 26, 2012. The final voting results of the Proposals submitted to a vote of the shareholders are set forth below:

**Proposal 1:** The following nominees were elected to the Board of Directors to serve a one-year term expiring at the 2013 annual meeting of stockholders or until their successors are duly elected and qualified. There were no abstentions with respect to this matter. The results of the voting for the election of directors were as follows:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Brian P. Anderson	18,340,742	21,483	3,024,145
Reuben S. Donnelley	18,337,780	24,445	3,024,145
Ann M. Drake	18,300,757	61,468	3,024,145
Michael H. Goldberg	18,335,719	26,506	3,024,145
Patrick J. Herbert, III	17,705,167	657,058	3,024,145
Terrence J. Keating	18,342,093	20,132	3,024,145
James D. Kelly	18,300,717	61,508	3,024,145
Pamela Forbes Lieberman	18,338,208	24,017	3,024,145
Gary A. Masse	18,340,111	22,114	3,024,145
John McCartney	18,320,811	41,414	3,024,145

**Proposal 2:** The Company's shareholders approved certain issuances of shares of common stock upon conversion of our 7.0% Convertible Senior Notes due 2017. The results of the voting were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
17,853,455	375,593	133,177	3,024,145

**Proposal 3:** As described in Item 5.03 Above, the Company's shareholders approved an amendment to our Charter to increase the number of authorized shares of out common stock. The results of the voting were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
16,860,330	1,376,543	125,352	3,024,145

**Proposal 4:** The Company's shareholders approved the advisory vote on executive compensation. The results of the voting were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
15,244,850	3,046,682	70,693	3,024,145

**Proposal 5:** The Company's shareholders approved the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012. There were no broker non-votes with respect to this matter. The results of the voting were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
21,086,777	292,709	6,883

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment of the Charter of the Company, filed with the State of Maryland on April 27, 2012.

**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.

April 30, 2012

**A. M. CASTLE & CO.**

By: /s/ Robert J. Perna

Robert J. Perna

Vice President, General Counsel & Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>	<u>Page No.</u>
3.1	Articles of Amendment of the Charter of the Company, filed with the State of Maryland on April 27, 2012.	EX-1-

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

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 paragraph of Article FIFTH in its entirety and inserting the following in lieu thereof:

"FIFTH: The total number of shares of stock which the corporation shall have authority to issue is 69,988,000, consisting of 60,000,000 shares of common stock, \$.01 par value per share ("Common Stock"), and 9,988,000 shares of series preferred stock, \$.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized Shares of all classes of stock having par value is \$699,880."

**SECOND**: The amendment to the charter of the Corporation as set forth above has 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 amendment, the Corporation had authority to issue 39,988,000 shares of stock, consisting of 30,000,000 shares of Common Stock, \$.01 par value per share, and 9,988,000 shares of Preferred Stock, \$.01 par value per share. The aggregate par value of all authorized shares of all classes of stock having par value was \$399,880.

**FOURTH**: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment is 69,988,000, consisting of 60,000,000 shares of Common Stock, \$.01 par value per share, and 9,988,000 shares of Preferred Stock, \$.01 par value per share. The aggregate par value of all authorized shares of all classes of stock having par value is \$699,988.

**FIFTH**: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law was not changed by the foregoing amendment.

**SIXTH**: The undersigned officer 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 officer 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 for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by the undersigned officer, and attested to by its Secretary, on this 26th day of April, 2012.

ATTEST:

A.M. CASTLE &amp; CO.

/s/ Robert J. Perna

Robert J. Perna  
Secretary

/s/ Michael H. Goldberg

Michael H. Goldberg  
President and CEO

(SEAL)