

RPC INC  
Form 8-K  
April 28, 2016

**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 28, 2016**

**RPC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **1-8726**                      **58-1550825**  
(State or Other Jurisdiction (Commission File Number) (IRS Employer  
of Incorporation)

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Identification No.)

2801 Buford Highway NE, Suite 520, Atlanta, Georgia 30329  
(Address of principal executive office) (zip code)

**Registrant's telephone number, including area code: (404) 321-2140**

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

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

The 2016 Annual Meeting of Shareholders of RPC, Inc. (the “Company”) was held on April 26, 2016. At the Annual Meeting, the shareholders of the Company (i) elected two Class III nominees to the Board of Directors; (ii) ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016; and (iii) re-approved the performance-based incentive cash compensation plan for the executive officers.

The voting results for each proposal are as follows:

1. To elect the two Class III nominees to the Board of Directors:

|                    | For         | Withheld   | Broker<br>Non-Vote |
|--------------------|-------------|------------|--------------------|
| Class II Nominees: |             |            |                    |
| Linda H. Graham    | 182,124,848 | 19,567,762 | 5,932,429          |
| Bill J. Dismuke    | 183,693,800 | 17,998,810 | 5,932,429          |

2. To ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 207,394,547 | 197,289        | 33,203         | 0                          |

3. To re-approve the performance-based incentive cash compensation plan for the executive officers:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 200,612,930 | 938,594        | 141,086        | 5,932,429                  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, RPC, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RPC, Inc.

Date: April 28, 2016 /s/ Ben M. Palmer  
Ben M. Palmer  
Vice President,  
Chief Financial Officer and Treasurer

-2-