

CRANE CO /DE/  
Form 8-K/A  
July 28, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A  
(Amendment No.1)

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 24, 2017

CRANE CO.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation)

1-1657  
(Commission File Number)

13-1952290  
(IRS Employer Identification No.)

100 First Stamford Place, Stamford, CT 06902  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (203) 363-7300  
N/A  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.



## EXPLANATORY NOTE

This current report on Form 8-K/A (the “Amendment”) amends the current report on Form 8-K filed by Crane Co. (the “Company”) with the U.S. Securities and Exchange Commission on April 25, 2017 (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of the Company’s annual meeting of shareholders held on April 24, 2017 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose the Company’s decision, in light of the shareholder vote, regarding how frequently it will conduct future shareholder advisory votes to approve the compensation of its named executive officers (“say-on-pay”). No other changes have been made to the Original Form 8-K.

### SECTION 5 – Corporate Governance and Management

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

d) As reported in the Original Form 8-K, at the Annual Meeting shareholders cast 44,415,564 votes, approximately 89% of all votes that were cast, in favor of holding future say-on-pay votes on an annual basis. Crane Co.’s Board of Directors had recommended a vote for annual frequency of say-on-pay votes, as disclosed in the Company’s Proxy Statement dated March 17, 2017. In light of the shareholder vote, the Board of Directors has determined that the Company will hold future say-on-pay votes on an annual basis until the next advisory vote on the frequency of say-on-pay votes occurs. The next advisory vote regarding the frequency of say-on-pay votes is required to occur no later than the 2023 annual meeting of shareholders.

---

**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.

CRANE CO.

July 27, 2017

By: /s/ Richard A. Maue  
Richard A. Maue  
Vice President - Finance  
Chief Financial Officer