

**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) **June 10, 2021**

**EMCOR Group, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-8267**

(Commission File Number)

**11-2125338**

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

**301 Merritt Seven**

**Norwalk, Connecticut**

(Address of Principal Executive Offices)

**06851-1092**

(Zip Code)

**(203) 849-7800**

(Registrant's Telephone Number, Including Area Code)

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))

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---------------------|----------------|---|
| Common Stock        | EME            | New York Stock Exchange                   |

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

- (b) On June 10, 2021, Richard F. Hamm retired as a director of EMCOR Group, Inc. (the “Company”) pursuant to the Company’s Director Term Limit Policy.

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

On June 10, 2021, at the 2021 Annual Meeting of Stockholders of the Company, the stockholders of the Company voted on the following four items:

1. To elect nine directors to serve until the Company’s next Annual Meeting of Stockholders and until their successors are duly elected and qualified;
2. To consider a non-binding advisory resolution approving named executive officer compensation;
3. To ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2021; and
4. To consider a stockholder proposal regarding action by written consent.

The results were as follows:

Proposal 1. The nominees for director were elected based upon the following votes:

| <u>Nominee</u>           | <u>Shares For</u> | <u>Shares Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--------------------------|-------------------|-----------------------|--------------------|-------------------------|
| John W. Altmeyer         | 48,970,703        | 635,740               | 44,736             | 1,111,958               |
| Anthony J. Guzzi         | 47,940,112        | 1,645,723             | 65,344             | 1,111,958               |
| Ronald L. Johnson        | 49,372,143        | 234,506               | 44,530             | 1,111,958               |
| David H. Laidley         | 48,571,143        | 1,033,811             | 46,225             | 1,111,958               |
| Carol P. Lowe            | 49,288,370        | 297,545               | 65,264             | 1,111,958               |
| M. Kevin McEvoy          | 48,003,452        | 1,584,051             | 63,676             | 1,111,958               |
| William P. Reid          | 49,354,961        | 250,057               | 46,161             | 1,111,958               |
| Steven B. Schwarzwaelder | 49,004,745        | 518,618               | 127,816            | 1,111,958               |
| Robin Walker-Lee         | 48,718,901        | 783,693               | 148,585            | 1,111,958               |

All of the Company’s incumbent directors standing for election were re-elected.

Proposal 2. The proposal for stockholders to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers was approved based upon the following votes:

|                   |            |
|-------------------|------------|
| Shares For        | 45,652,253 |
| Shares Against    | 3,575,013  |
| Shares Abstaining | 423,913    |
| Broker Non-Votes  | 1,111,958  |

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Proposal 3. The proposal for stockholders to ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2021 was approved based upon the following votes:

|  |            |
|--|------------|
| Shares For                                   | 50,252,537 |
| Shares Against                               | 464,581    |
| Shares Abstaining                            | 46,019     |
| There were no broker non-votes on this item. |            |

Proposal 4. The proposal for stockholders to consider a proposal requiring the Board of Directors of the Company to take steps to permit stockholder actions to be taken by written consent in lieu of a meeting of the stockholders was not approved, based on the following votes:

|                   |            |
|-------------------|------------|
| Shares For        | 22,720,990 |
| Shares Against    | 26,651,626 |
| Shares Abstaining | 278,563    |
| Broker Non-Votes  | 1,111,958  |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

|             |   |
|-------------|---|
| Exhibit 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |
|-------------|---|

## **SIGNATURES**

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

### **EMCOR Group, Inc.**

Date: June 11, 2021

By: /s/ MAXINE L. MAURICIO  
Name: Maxine L. Mauricio  
Title: Executive Vice President,  
General Counsel and  
Secretary