
**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**

February 21, 2022
(Date of earliest event reported)

QUANEX BUILDING PRODUCTS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-33913
(Commission File Number)

26-1561397
(IRS Employer Identification No.)

**1800 West Loop South, Suite 1500,
Houston, Texas**
(Address of principal executive offices)

77027
(Zip Code)

Registrant's telephone number, including area code: **713-961-4600**

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(b) 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(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	NX	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.

On February 21, 2022, William Griffiths retired as the Executive Chairman of the Board of Directors (the “Board”) Quanex Building Products Corporation (the “Company”). Mr. Griffiths will remain the Company’s Non-Executive Chairman. In connection therewith, on February 22, 2022, the Board approved the payment of an annual retainer to Mr. Griffiths for his service as Chairman of the Board. This annual retainer is in the amount of \$40,000 and will be paid to Mr. Griffiths on a quarterly basis. In addition to this retainer, Mr. Griffiths will be compensated for his service as a director pursuant to the Company’s standard director compensation practices, as set forth in the Company’s Corporate Governance Guidelines and more fully discussed in the Company’s Proxy Statement for its 2022 Annual Meeting of Shareholders, as filed with the Securities and Exchange Commission on January 25, 2022.

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

On February 22, 2022, the Company held its Annual Meeting of Stockholders, pursuant to notice and proxy mailed on or about January 25, 2022, to the Company’s stockholders of record as of January 5, 2022. There were 33,388,735 shares of common stock entitled to vote at the meeting, and a total of 31,458,366.264 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, nine directors were elected for terms expiring at the Company’s 2023 Annual Meeting, with the following tabulation of votes for each nominee:

Director Nominee	Votes For	Votes Against	Abstain	Broker Non-Votes	Percent of Shares Cast in Favor *
Susan F. Davis	29,279,302.215	957,455.772	4,134.277	1,217,474	96.83%
William C. Griffiths	29,644,789.412	589,065.345	7,037.507	1,217,474	98.05%
Bradley E. Hughes	29,978,000.325	254,966.781	7,925.158	1,217,474	99.16%
Jason D. Lippert	30,119,276.493	114,465.054	7,150.717	1,217,474	99.62%
Donald R. Maier	29,486,579.532	746,179.973	8,132.759	1,217,474	97.53%
Meredith W. Mendes	29,496,788.837	738,099.049	6,004.378	1,217,474	97.56%
Curtis M. Stevens	29,324,869.532	907,960.594	8,062.138	1,217,474	97.00%
William E. Waltz, Jr.	29,487,050.170	745,772.956	8,069.138	1,217,474	97.53%
George L. Wilson	29,757,981.112	474,943.435	7,967.717	1,217,474	98.43%

**Excludes Abstentions and Broker Non-Votes*

In addition to the election of directors, stockholders at the Annual Meeting voted on and approved the following actions:

- Provided an advisory “say on pay” vote approving the Company’s executive compensation programs; and
- Ratified the Audit Committee’s appointment of Grant Thornton LLP as the Company’s independent auditor for the fiscal year ending October 31, 2022;

The tabulation of votes for these proposals is set forth below:

Proposal	Votes For	Votes Against	Abstain	Broker Non-Votes	Percent of Shares Cast in Favor *
Advisory Vote to Approve Executive Compensation	29,655,454.330	474,831.670	110,606.264	1,217,474	98.42%
Ratification of Company's Independent Auditor	31,244,575.661	194,680.877	19,109.726	-	99.38%

*Excludes Abstentions and Broker Non-Votes

Item 7.01. Regulation FD Disclosure.

Board Leadership and Committee Assignments

On February 22, 2022, the Board formally approved various Board leadership and Committee assignments, as set forth below:

Chairman of the Board	Lead Director	Compensation & Management Development Committee	Nominating & Corporate Governance Committee	Audit Committee	Executive Committee
Bill Griffiths	Susan Davis	Don Maier (Chair) Susan Davis Jason Lippert Bill Waltz	Susan Davis (Chair) Brad Hughes Jason Lippert Don Maier Meredith Mendes Curt Stevens Bill Waltz	Curt Stevens (Chair) Brad Hughes Meredith Mendes	Bill Griffiths (Chair) Susan Davis Curt Stevens

Information regarding committee membership is also publicly available on the Company's website at www.quanex.com.

Dividend Declaration

On February 23, 2022, the Company issued a press release announcing the declaration of a dividend of \$0.08 per share, to be paid on March 30, 2022, to all holders of record as of the Record Date of March 15, 2022. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Press Release dated February 23, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of Section 12 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.

February 23, 2022

(Date)

QUANEX BUILDING PRODUCTS CORPORATION

(Registrant)

/S/ PAUL B. CORNETT

Paul B. Cornett

Senior Vice President – General Counsel and Secretary



Press Release

Quanex Building Products Announces Results of Annual Meeting and Declares Quarterly Dividend

HOUSTON, TEXAS, February 23, 2022 – Quanex Building Products Corporation (NYSE: NX) (“Quanex” or the “Company”) today announced the results from its Annual Meeting of Stockholders held on February 22, 2022. In addition, Quanex announced that its Board of Directors (the “Board”) declared a quarterly cash dividend of \$0.08 per share on the Company’s common stock, payable March 30, 2022, to shareholders of record on March 15, 2022.

The stockholders approved each of the following proposals:

- *Election of Directors* – Susan F. Davis, William C. Griffiths, Bradley E. Hughes, Jason D. Lippert, Donald R. Maier, Meredith W. Mendes, Curtis M. Stevens, William E. Waltz Jr. and George L. Wilson were all elected to serve as directors on the Board until the Company’s Annual Meeting of Stockholders in 2023
- *Advisory Vote Approving Named Executive Officer Compensation* - the stockholders approved the Company’s executive officer compensation structure
- *Ratification of Appointment of Grant Thornton LLP as Independent Public Accountants* - Grant Thornton LLP was ratified as Quanex’s independent registered public accounting firm for the fiscal year ending October 31, 2022

With respect to the first-time election of Bradley E. Hughes to the Board, George Wilson, President and Chief Executive Officer, commented, “We are pleased to have Brad join our Board as a member of the Audit and Nominating & Corporate Governance Committees. Brad’s leadership skills, finance and accounting expertise, manufacturing and operations experience, and strategic vision will prove beneficial to our Board and will serve our shareholders well. We look forward to Brad’s contributions.”

Bill Griffiths, Chairman of the Board, further stated, “Brad’s strong leadership skills were apparent during his tenure at Cooper Tire, and his well-rounded knowledge base will most certainly add value to the Board and will help increase shareholder value over time.”

Mr. Hughes served as President & Chief Executive Officer of Cooper Tire & Rubber Co. (“Cooper”) from 2016 until it was sold in 2021. Prior to that time, he served in various positions of increasing responsibility with Cooper after joining the company in 2009. Mr. Hughes earned a Bachelor of Science from Miami University in Oxford, Ohio, and a Master of Business Administration from the University of Michigan.

About Quanex

Quanex Building Products Corporation is an industry-leading manufacturer of components sold to Original Equipment Manufacturers (OEMs) in the building products industry. Quanex designs and produces energy-efficient fenestration products in addition to kitchen and bath cabinet components.

Contact:

Scott Zuehlke
SVP, Chief Financial Officer & Treasurer
713-877-5327
scott.zuehlke@quanex.com

www.quanex.com