

**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): February 27, 2024

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.)

945 Bunker Hill Road, Suite 900, Houston, Texas 77024

(Address of principal executive offices and 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 \$0.01 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 5.07. Submission of Matters to a Vote of Security Holders.

On February 27, 2024, Quanex Building Products Corporation (the “Company”) held its Annual Meeting of Stockholders, pursuant to notice and proxy mailed on or about January 25, 2024, to the Company’s stockholders of record as of January 8, 2024. There were 33,103,593 shares of common stock entitled to vote at the meeting, and a total of 31,118,809.714 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, seven directors were elected for terms expiring at the Company’s 2025 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 | 23,887,419.128 | 5,201,959.181 | 1,442,251.405 | 587,180 | 82.12% |
| Bradley E. Hughes | 29,014,780.364 | 1,512,297.507 | 4,551.843 | 587,180 | 95.05% |
| Jason D. Lippert | 29,003,825.990 | 1,524,179.108 | 3,624.616 | 587,180 | 95.01% |
| Donald R. Maier | 28,917,805.390 | 1,610,032.734 | 3,791.590 | 587,180 | 94.73% |
| Curtis M. Stevens | 28,456,378.904 | 2,070,880.194 | 4,370.616 | 587,180 | 93.22% |
| William E. Waltz, Jr. | 28,989,030.525 | 1,538,228.573 | 4,370.616 | 587,180 | 94.96% |
| George L. Wilson | 29,841,853.924 | 547,958.174 | 141,817.616 | 587,180 | 98.20% |

**Excludes Abstentions and Broker Non-Votes*

In addition to the election of directors, stockholders at the Annual Meeting took the following actions:

- Provided an advisory “say on pay” vote approving the compensation of the Company’s named executive officers;
- Ratified the Audit Committee’s appointment of Grant Thornton LLP as the Company’s independent auditor for the fiscal year ending October 31, 2024;

The tabulation of votes for the “say on pay” and auditor ratification proposals is set forth below:

| Proposal | Votes For | Votes Against | Abstain | Broker Non-Votes | Percent of Shares Cast in Favor * |
|---|----------------|---------------|------------|------------------|-----------------------------------|
| Advisory Vote to Approve Named Executive Officer Compensation | 28,799,694.277 | 1,694,200.106 | 37,735.331 | 587,180 | 94.44% |
| Ratification of Company’s Independent Auditor | 30,826,462.690 | 258,036.713 | 34,310.311 | - | 99.17% |

**Excludes Abstentions and Broker Non-Votes*

SIGNATURE

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.

QUANEX BUILDING PRODUCTS CORPORATION

/s/ Paul B. Cornett

Date: March 1, 2024

Paul B. Cornett *Senior Vice President – General Counsel and Secretary*