

KIRBY CORP
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 27, 2016

Kirby Corporation
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	1-7615 (Commission File Number)	74-1884980 (I.R.S. Employer Identification No.)
55 Waugh Drive, Suite 1000 Houston, Texas (Address of principal executive offices)		77007 (Zip Code)

Registrant's telephone number, including area code:
(713) 435-1000

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))

Item 2.02. Results of Operations and Financial Condition

On April 27, 2016, Kirby Corporation (“Kirby”) issued a press release announcing earnings for the first quarter ended March 31, 2016. A copy of the press release is attached as Exhibit 99.1 to this report.

EBITDA, a non-GAAP financial measure, is used in the press release. Kirby defines EBITDA as net earnings attributable to Kirby before interest expense, taxes on income, depreciation and amortization. Kirby has historically evaluated its operating performance using numerous measures, one of which is EBITDA. EBITDA is presented because of its wide acceptance as a financial indicator. EBITDA is one of the performance measures used in Kirby’s incentive bonus plan. EBITDA is also used by rating agencies in determining Kirby’s credit rating and by analysts publishing research reports on Kirby, as well as by investors and investment bankers generally in valuing companies. A quantitative reconciliation of EBITDA to GAAP net earnings attributable to Kirby for the 2016 and 2015 first quarters is included in the press release.

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

Kirby held its Annual Meeting of Stockholders on April 26, 2016, at which the stockholders voted on the following matters:

1. Anne-Marie N. Ainsworth, C. Sean Day and William M. Waterman were elected Class III directors of Kirby to serve until the 2019 Annual Meeting of Stockholders by the following vote:

	For	Against	Abstain	Broker Non-Votes
Anne-Marie N. Ainsworth	46,905,660	141,165	7,257	2,620,209
C. Sean Day	45,736,406	1,310,071	7,905	2,620,209
William M. Waterman	35,026,901	12,019,361	8,120	2,620,209

2. The Audit Committee’s selection of KPMG LLP as Kirby’s independent registered public accounting firm for 2016 was ratified by the following vote:

For 49,385,485
 Against 277,497
 Abstain 11,609

3. Advisory vote on the approval of the compensation of Kirby’s named executive officers:

For 44,416,303
 Against 2,616,029
 Abstain 22,050
 Broker non-votes 2,620,209

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

99.1 Press release dated April 27, 2016

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 thereunto duly authorized.

KIRBY CORPORATION
(Registrant)

By: /s/ C. Andrew Smith
C. Andrew Smith
Executive Vice President
and Chief Financial Officer

Dated: April 28, 2016

EXHIBIT INDEX

Exhibit 99.1 Press release dated April 27, 2016
