

HEXCEL CORP /DE/
Form 8-K
May 03, 2013

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

May 3, 2013 (May 2, 2013)

Date of report (Date of earliest event reported)

Hexcel Corporation

(Exact Name of Registrant as Specified in Charter)

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(Commission
File No.)

(IRS Employer
Identification No.)

Two Stamford Plaza

281 Tresser Boulevard

Stamford, Connecticut 06901-3238

(Address of Principal Executive Offices and Zip Code)

(203) 969-0666

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- .. Written Communication 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))

Section 5 Corporate Governance and Management**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (e) At the Annual Meeting of Stockholders of Hexcel Corporation (the Company) held on May 2, 2013, the Company's stockholders approved the Hexcel Corporation 2013 Incentive Stock Plan (the 2013 ISP). The Company's named executive officers are eligible for participation in the 2013 ISP.

The 2013 ISP, which is included as Annex A to the Company's Definitive Revised Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 18, 2013 (the Proxy Statement), is incorporated by reference herein. The summary of the principle features of the 2013 ISP, included under the heading Proposal 3 Approval of the Hexcel Corporation 2013 Incentive Stock Plan Description of Principal Features of the New Plan on pages 59 through 63 of the Proxy Statement, is also incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

- (a) The Company's annual meeting of stockholders was held on May 2, 2013.
- (b) (i) The stockholders elected all of the Company's nominees for director as follows:

| Name of Director | Shares For | Shares Against | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Joel S. Beckman | 82,571,409 | 937,044 | 10,159,906 |
| David E. Berges | 77,876,364 | 5,341,899 | 10,159,906 |
| Lynn Brubaker | 82,978,834 | 540,331 | 10,159,906 |
| Jeffrey C. Campbell | 82,958,894 | 557,621 | 10,159,906 |
| Sandra L. Derickson | 79,033,996 | 4,485,483 | 10,159,906 |
| W. Kim Foster | 82,959,226 | 558,254 | 10,159,906 |
| Thomas A. Gendron | 82,585,674 | 933,041 | 10,159,906 |
| Jeffrey A. Graves | 82,123,730 | 1,394,150 | 10,159,906 |
| David C. Hill | 82,955,133 | 562,382 | 10,159,906 |
| David L. Pugh | 82,578,452 | 939,897 | 10,159,906 |

(ii) The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 76,543,439 | 6,720,761 | 289,906 | 10,159,906 |

(iii) The stockholders approved the 2013 ISP as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 70,130,516 | 11,905,913 | 1,517,677 | 10,159,906 |

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(iv) The stockholders ratified the appointment of PricewaterhouseCoopers LLP as Hexcel's independent registered public accounting firm for 2013 as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 88,420,530 | 5,091,388 | 202,094 |

Signature

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.

HEXCEL CORPORATION

May 3, 2013

/s/ Ira J. Krakower

Ira J. Krakower
Senior Vice President, General Counsel & Secretary