

**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): May 9, 2019**

**AMETEK, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12981**  
(Commission  
File Number)

**14-1682544**  
(IRS Employer  
Identification No.)

**1100 Cassatt Road,  
Berwyn, Pennsylvania**  
(Address of principal executive offices)

**19312**  
(Zip Code)

**Registrant's telephone number, including area code: (610) 647-2121**

**Not Applicable**

(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 Instructions 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))

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.

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

**Title of each class**  
**Common Stock**

**Trading  
Symbol(s)**  
**AME**

**Name of each exchange  
on which registered**  
**New York Stock Exchange**

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

The Annual Meeting of Stockholders of AMETEK, Inc. (the "Company") was held on May 9, 2019. The following matters were voted on at the Annual Meeting and received the number of votes indicated:

- 1) Election of Directors. The following nominees were elected to the Board of Directors for a term expiring in 2022:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Ruby R. Chandy	192,315,549	1,572,236	241,007	9,959,997
Steven W. Kohlhagen	187,212,393	6,657,153	259,246	9,959,997
David A. Zapico	188,222,914	5,180,547	725,331	9,959,997

Of the remaining five Board members, Thomas A. Amato, Anthony J. Conti and Gretchen W. McClain terms expire in 2020 and Elizabeth R. Varet and Dennis K. Williams terms expire in 2021.

- 2) Amend the Company Amended and Restated Certificate of Incorporation. The Stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to affirm a majority voting standard for uncontested elections of Directors. The result of the vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
193,459,357	275,678	393,757	9,959,997

- 3) Advisory Approval of the Company's Executive Compensation. The Stockholders approved, on an advisory basis, the compensation of the Company's named executive officers. The result of the vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
183,268,097	9,254,379	1,606,316	9,959,997

- 4) Ratification of Appointment of Independent Registered Public Accounting Firm. The Stockholders ratified the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the year ending December 31, 2019. The result of the vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
196,756,724	7,139,585	192,480

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AMETEK Inc.</a>

**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 hereunto duly authorized.

AMETEK, Inc.

May 13, 2019

By: /s/ THOMAS M. MONTGOMERY

Name: Thomas M. Montgomery

Title: Senior Vice President – Comptroller

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AMETEK, INC.**

AMETEK, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Company's Amended and Restated Certificate of Incorporation filed with the Secretary of State on April 26, 2007, as amended to date (the "Amended and Restated Certificate of Incorporation").
2. Section 1 of Article SEVENTH of the Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"SEVENTH. Section 1. Number, Election, and Terms of Directors.

Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, the number of the Directors of the Company will not be less than three nor more than 12 and will be fixed from time to time in the manner described in the By-Laws of the Company. The Directors, other than those who may be elected by the holders of any series of Preferred Stock, will be classified with respect to the time for which they severally hold office into three classes, as nearly equal in number as possible, designated Class I, Class II, and Class III. The Directors elected to Class I will hold office for a term expiring at the annual meeting of stockholders to be held in 2019; the Directors elected to Class II will hold office for a term expiring at the annual meeting of stockholders to be held in 2020; and the Directors elected to Class III will hold office for a term expiring at the annual meeting of stockholders to be held in 2021, with the members of each class to hold office until their successors are elected and qualified. At each succeeding annual meeting of the Company, the successors of the class of Directors whose terms expire at that meeting will be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Election of Directors of the Company need not be by written ballot unless requested by the Chairman or by the holders of a majority of the Voting Stock present in person or represented by proxy at a meeting of the stockholders at which Directors are to be elected.

Directors shall be elected at a duly called meeting of the stockholders at which a quorum is present. In any uncontested election of Directors, a nominee shall be elected as a Director at such a meeting if the votes of shares of capital stock of the Company present in person or represented by proxy at the meeting and entitled to vote in the election of Directors cast "for" such nominee's election exceed the votes of shares of capital stock of the Company present in person or represented by proxy at the meeting and entitled to

vote in the election of Directors cast “against” such nominee’s election (with “abstentions” and “broker non-votes” not counted as votes cast either “for” or “against” that nominee’s election). In a contested election, Directors shall be elected by plurality vote of all votes cast at such a meeting. An election is considered contested if the Board determines that (a) there are more nominees for election than positions on the Board to be filled or (b) one or more nominees for election to the Board was nominated other than by or at the direction of the Board.

If, in any uncontested election, an incumbent Director is duly nominated for re-election but is not elected, then such incumbent Director shall promptly tender his or her resignation to the Board for consideration. The Board shall make a decision on whether to accept or reject such Director’s resignation, or whether to take other appropriate action, and will publicly disclose its decision. The Board may delegate to the Corporate Governance/Nominating Committee (or to such other committee as the Board may duly designate from time to time) responsibility for making a recommendation to the Board regarding such matters. An incumbent Director required to tender his or her resignation pursuant to this Section 1 of Article Seventh will not participate in any decision of the Board regarding such resignation, or in any recommendation of any committee relating thereto, or in any deliberations of the Board or any such committee relating thereto.

If a Director tenders his or her resignation in the circumstances contemplated by the immediately preceding paragraph and such resignation is accepted by the Board, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board may fill the resulting vacancy pursuant to the terms of this Amended and Restated Certificate of Incorporation and of the By-Laws of the Company relating to the filling of Board vacancies generally, or may decrease the size of the Board pursuant to the terms of this Amended and Restated Certificate of Incorporation. If a Director tenders his or her resignation in the circumstances contemplated by the immediately preceding paragraph and such resignation is not accepted by the Board, then such Director shall continue to serve until such Director’s successor has been duly elected and qualified or until his or her earlier death, resignation or removal as provided in this Amended and Restated Certificate of Incorporation and in the By-Laws of the Company.

This Section 1 of Article Seventh shall be subject, in all respects, to the rights, if any, of the holders of Preferred Stock, in each case as specified in more detail in the applicable Preferred Stock Designation.”

3. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Amendment to be signed by David A. Zapico, its Chief Executive Officer, this 9th day of May, 2019.

By: /s/ David A. Zapico  
David A. Zapico  
Chief Executive Officer