

**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): August 3, 2023

Eagle Materials Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12984
(Commission
File Number)

75-2520779
(IRS Employer
Identification No.)

5960 Berkshire Ln., Suite 900
Dallas, Texas
(Address of Principal Executive Offices)

75225
(Zip Code)

Registrant's Telephone Number, Including Area Code: (214) 432-2000

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:

- 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))

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, \$0.01 par value | EXP | 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.

Eagle Materials Inc. (the “Company”) held its Annual Meeting of Stockholders on August 3, 2023. At the Annual Meeting, Margot L. Carter, Michael R. Nicolais, Mary P. Ricciardello and Richard R. Stewart were elected to the Board of Directors by the holders of the Company’s Common Stock, par value \$0.01 per share, to serve until the 2026 Annual Meeting of Stockholders. The Company’s stockholders also (i) approved an advisory resolution regarding the compensation of the Company’s named executive officers; (ii) recommended, by advisory vote, that future advisory votes on the compensation of the Company’s named executive officers be held every one year; (iii) approved the Eagle Materials Inc. 2023 Equity Incentive Plan; and (iv) approved the expected appointment by the Company’s Board of Directors of Ernst & Young LLP as the Company’s independent auditors for the fiscal year ending March 31, 2024.

Voting results for the director nominees and the other proposals are summarized below:

Election of Class II Directors

| Director Nominee | Number of Shares of Common Stock | | | Broker Non-Votes |
|-------------------------|---|----------------|----------------|-------------------------|
| | For | Against | Abstain | |
| Margot L. Carter | 25,251,180 | 6,589,875 | 10,285 | 1,727,614 |
| Michael R. Nicolais | 26,592,957 | 5,247,870 | 10,513 | 1,727,614 |
| Mary P. Ricciardello | 29,858,409 | 1,982,647 | 10,284 | 1,727,614 |
| Richard R. Stewart | 30,906,610 | 934,202 | 10,528 | 1,727,614 |

Approval of an advisory resolution regarding the compensation of the Company’s named executive officers

| For | Number of Shares of Common Stock | | | Broker Non-Votes |
|------------|---|----------------|--|-------------------------|
| | Against | Abstain | | |
| 28,741,241 | 3,085,902 | 24,197 | | 1,727,614 |

Recommendation, by advisory vote, regarding the frequency of future advisory votes on the compensation of the Company’s named executive officers

| Number of Shares of Common Stock | | | |
|---|----------------|---------------|----------------|
| 3 Years | 2 Years | 1 Year | Abstain |
| 1,444,694 | 189,528 | 29,803,763 | 171,744 |

On August 3, 2023, after considering the results of the stockholder advisory vote and other factors, the Company's Board of Directors determined that the Company will hold an annual advisory vote on the compensation of the Company's named executive officers until the next required advisory vote on the frequency of stockholder votes on the compensation of the Company's named executive officers or the Board of Directors otherwise determines that a different frequency for such advisory votes is in the best interests of the stockholders of the Company.

Approval of Eagle Materials Inc. 2023 Equity Incentive Plan

| Number of Shares of Common Stock | | | |
|---|----------------|----------------|-----------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 29,514,278 | 2,319,158 | 17,904 | 1,727,614 |

Approval of Ernst & Young LLP as the Independent Auditors

| Number of Shares of Common Stock | | | |
|---|----------------|----------------|-----------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 32,793,388 | 758,551 | 27,015 | 0 |

Item 9.01. Financial Statements and Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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.

EAGLE MATERIALS INC.

By: /s/ Matt Newby

Matt Newby

Executive Vice President, General Counsel and
Secretary

Date: August 7, 2023