#### 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 18, 2023

# **ORION GROUP HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)

1-33891 (Commission File Number) 26-0097459 (IRS Employer Identification Number)

12000 Aerospace Suite 300 Houston, Texas 77034

(Address of principal executive offices)

(713) 852-6500

(Registrant's telephone number, including area code)

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)

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common stock, \$0.01 par value per share	ORN	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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  $\Box$ 

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.  $\Box$ 

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

At the Company's Annual Meeting, a total of 25,072,232 shares of the Company's Common Stock, par value \$0.01 per share ("Common Stock"), representing 80.84% of the total shares of Common Stock outstanding as of the record date, were represented virtually or by valid proxies at the Annual Meeting. This percentage constituted a quorum. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting were as follows:

*Proposal No. 1:* The Company's stockholders elected the following three Class I members to the Company's Board of Directors, to serve a three-year term, until his/her successor is duly elected and qualified.

			Votes		Broker Non-
Class	Name	Votes For	Against	Abstentions	Votes
Ι	Thomas N. Amonett	15,898,404	2,976,419	22,536	6,174,873
Ι	Margaret M. Foran	16,062,771	2,813,791	20,797	6,174,873
Ι	Travis J. Boone	18,536,204	341,296	19,859	6,174,873

*Proposal No. 2:* The Company's stockholders approved a non-binding advisory proposal for the compensation of the Company's named executive officers as disclosed in the proxy statement (the "say-on-pay" vote).

Votes For	Votes Against	Abstentions	Broker Non-Votes
15,204,053	3,642,572	50,734	6,174,873

*Proposal No. 3:* The vote to approve the frequency of the say-on-pay vote.

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
16,209,717	6,184	2,620,945	60,513	6,174,873

*Proposal No. 4:* The Company's stockholders ratified the appointment of KPMG LLP, as the Company's independent registered public accounting firm for 2023.

Votes For	Votes Against	Abstentions		
24,762,457	9,189	300,586		

#### Item 9.01. Financial Statements and Exhibits.

The Exhibits to this Current Report are listed in the Exhibit Index, which appears at the end of, and is incorporated by reference into, this Current Report.

# Exhibit Index

# Exhibit No.

**Description** Cover Page Interactive Data File (embedded within the Inline XBRL document). 104.1

# 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.

# ORION GROUP HOLDINGS, INC.

By: <u>/s/ Travis J. Boone</u>

Travis J. Boone President and Chief Executive Officer

Date: May 22, 2023