

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 8, 2019  
Date of Report (Date of earliest event reported)

**QUAKER CHEMICAL CORPORATION**

(Exact name of Registrant as specified in its charter)

Commission File Number 001-12019

PENNSYLVANIA  
(State or other jurisdiction of  
incorporation or organization)

No. 23-0993790  
(I.R.S. Employer  
Identification No.)

One Quaker Park  
901 E. Hector Street  
Conshohocken, Pennsylvania 19428  
(Address of principal executive offices)  
(Zip Code)

(610) 832-4000  
(Registrant's telephone number, including area code)

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))

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, \$1 par value

Trading Symbol(s)  
KWR

Name of each exchange on which registered  
New York Stock Exchange

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The shareholders of Quaker Chemical Corporation (“Quaker”) adopted an amendment to Quaker’s Articles of Incorporation, as amended (“Articles”), to replace the plurality voting standard with a majority voting standard for uncontested director elections. This majority voting standard requires that a nominee receive a majority of the votes cast in an uncontested election to be elected or re-elected as director.

The foregoing summary of such amendment to the Articles is qualified in its entirety by reference to the full text of the amendment, which is reflected in the copy of the Articles of Amendment filed with this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference. The Articles of Amendment became effective upon filing with the Secretary of State of the Commonwealth of Pennsylvania on May 9, 2019.

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

On May 8, 2019, Quaker held its Annual Meeting of Shareholders (“2019 Annual Meeting”). As of March 4, 2019, the record date for the 2019 Annual Meeting, 13,332,871 shares of Quaker’s common stock were outstanding, and the holders of those shares were entitled to cast one vote for each share held. Set forth below are the matters acted upon by the shareholders at the 2019 Annual Meeting and the final voting results of each such proposal.

**Proposal No. 1 – Election of Directors**

The shareholders elected three directors to serve a three-year term until the 2022 annual meeting of shareholders and until their respective successors are duly elected and qualified. The results of the vote were as follows:

<b>Directors</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Mark A. Douglas	11,887,484	202,806	732,404
William H. Osborne	11,925,259	165,031	732,404
Fay West	11,842,048	248,242	732,404

**Proposal No. 2 – Amendment to Quaker’s Articles of Incorporation, as amended, to implement a Majority Voting Standard for Uncontested Elections of Directors**

The shareholders approved an amendment to Quaker’s Articles, to implement a majority voting standard for uncontested elections of directors. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
12,058,758	18,888	12,644	732,404

**Proposal No. 3 – Ratification of Appointment of Independent Registered Public Accounting Firm for Fiscal Year 2019**

The shareholders voted to ratify the appointment of PricewaterhouseCoopers LLP as Quaker’s independent registered public accounting firm for the fiscal year 2019. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
12,258,557	557,593	6,544

**Item 9.01 Financial Statement and Exhibits.**

The following exhibits are included as part of this report:

Exhibit No.

3.1 [Articles of Amendment dated May 8, 2019 and filed May 9, 2019.](#)

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**SIGNATURE**

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.

QUAKER CHEMICAL CORPORATION  
Registrant

Date: May 9, 2019

By: /s/ ROBERT T. TRAUB  
Robert T. Traub  
Vice President, General Counsel and  
Corporate Secretary

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ARTICLES OF AMENDMENT

1. The name of the corporation is Quaker Chemical Corporation.
2. The address of the registered office in the Commonwealth of Pennsylvania is: One Quaker Park, 901 Hector Street, Conshohocken, PA 19428, Montgomery.
3. The statute under which the corporation was incorporated is: Act of April 29, 1874.
  - The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
4. The date of the corporation's incorporation is: October 20, 1930.
5. The amendment was adopted at a meeting of the shareholders of the corporation.
6. The amendment adopted by the corporation is:

RESOLVED, that the articles of incorporation of the Corporation be amended as follows:

1. **Insert new Article 7 to read in its entirety as follows:**

7. (a) In an election of directors that is not a contested election, each director shall be elected by the vote of the majority of the votes cast with respect to that director. For the purposes of this Article 7, a majority of the votes cast means that the number of votes cast "for" a nominee must exceed the number of votes cast "against" that nominee. This Article 7 shall not apply to an election of directors by holders of any class of stock (other than Common Stock) issued by the Corporation who have the right, voting separately as a class or otherwise, to elect directors.

(b) In a contested election of directors, the candidates receiving the highest number of votes, up to the number of directors to be elected in such election, shall be elected. Shareholders shall not have the right to vote against a nominee in a contested election of directors.

(c) For purposes of this Article 7, a contested election is one in which the number of candidates exceeds the number of directors to be elected. The number of candidates for an election shall be determined in accordance with these Articles of Incorporation, the Corporation's By-Laws, including any advance notice provisions of each, and applicable law.

(d) If an incumbent director who is a candidate for re-election is not elected, the director shall be deemed to have tendered his or her resignation to the Board to be effective as of the adjournment of the meeting of the Board at which a decision on whether to accept the resignation is made by the Board. The Nominating Committee, if any, will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board shall act on the Nominating Committee's recommendation and disclose its decision and the rationale therefor within 90 days after the date of the certification of the election results. The director who is deemed to have tendered his or her resignation shall not participate in the decisions of the Nominating Committee or of the Board with respect to his or her own resignation.

2. **Renumber current Articles 7 through 9 as new Articles 8 through 10, and make conforming changes within those articles to references to those articles.**

*[Remainder of Page Intentionally Blank]*

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IN WITNESS WHEREOF, these articles of amendment have been executed by the corporation on May 8, 2019.

QUAKER CHEMICAL CORPORATION

By: /s/ Robert T. Traub  
Name: Robert T. Traub  
Title: Vice President, General Counsel  
and Corporate Secretary

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