

**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) **June 1, 2020 (May 28, 2020)**

**L.B. Foster Company**

(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b> (State or other jurisdiction of incorporation)	<b>000-10436</b> (Commission File Number)	<b>25-1324733</b> (I.R.S. Employer Identification No.)
<b>415 Holiday Drive, Suite 100, Pittsburgh, Pennsylvania</b> (Address of principal executive offices)	Registrant's telephone number, including area code <b>(412) 928-3400</b> (Former name or former address, if changed since last report.)	<b>15220</b> (Zip 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 (see General Instruction 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))

**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, Par Value \$0.01	FSTR	NASDAQ Global Select Market

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.**

The Company held its Annual Meeting on May 28, 2020. The shareholders considered four proposals, each of which is described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 16, 2020. Results of voting with respect to the proposals submitted at the Annual Meeting are set forth below.

**Proposal 1: Election of Directors:**

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-vote</b>
Robert P. Bauer	6,580,775	1,425,693	1,376,016
Lee B. Foster, II	6,552,976	1,453,492	1,376,016
Dirk Jungé	6,524,996	1,481,472	1,376,016
Diane B. Owen	6,588,044	1,418,424	1,376,016
Robert S. Purgason	6,581,093	1,425,375	1,376,016
William H. Rackoff	6,576,144	1,430,324	1,376,016
Suzanne B. Rowland	6,413,893	1,592,575	1,376,016
Bradley S. Vizi	6,579,958	1,426,510	1,376,016

As a result of the shareholder vote, all of the foregoing nominees were elected to serve until the next annual meeting of shareholders or until their successors are elected and qualified.

**Proposal 2: Ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2020:**

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
9,224,883	147,280	10,321

The foregoing proposal was approved.

**Proposal 3: Advisory approval of named executive officers' 2019 compensation:**

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-vote</b>
6,399,534	1,435,397	171,537	1,376,016

The foregoing proposal was approved.

**No other matters or proposals were voted on at the Annual Meeting.**

**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.

**L.B. FOSTER COMPANY**

(Registrant)

Date: **June 1, 2020**

**/s/ Patrick J. Guinee**

Patrick J. Guinee

Senior Vice President, General Counsel,  
and Corporate Secretary