
Section 1: 8-K (8-K)

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)

December 11, 2018

Oil-Dri Corporation of America

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-12622

(Commission File
Number)

36-2048898

(IRS Employer
Identification No.)

**410 North Michigan Avenue
Suite 400
Chicago, Illinois**

(Address of principal executive offices)

60611-4213

(Zip Code)

Registrant's telephone number, including area code

(312) 321-1515

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 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))

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.

Oil-Dri Corporation of America (the “Company”) held its annual meeting of stockholders on December 11, 2018. See the Company’s 2018 Proxy Statement for more information on the proposals presented at the meeting, the relevant portions of which are incorporated herein by reference.

PROPOSAL 1: ELECTION OF DIRECTORS

The stockholders elected all of the nominees for director recommended by the Company’s Board of Directors (the “Board”). The voting results were as follows:

Director	For	Withheld	Broker Non-Votes
Ellen-Blair Chube	22,614,684	53,572	917,120
J. Steven Cole	22,517,372	150,884	917,120
Daniel S. Jaffee	21,476,455	1,191,801	917,120
Joseph C. Miller	20,586,567	2,081,689	917,120
Michael A. Nemeroff	20,287,660	2,380,596	917,120
George C. Roeth	22,607,888	60,368	917,120
Allan H. Selig	20,396,175	2,272,081	917,120
Paul E. Suckow	21,996,442	671,814	917,120
Lawrence E. Washow	22,609,927	58,329	917,120

PROPOSAL 2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR

The stockholders ratified the appointment of Grant Thornton LLP as independent auditor for the fiscal year ending July 31, 2019. The voting results were as follows:

For	23,500,480
Against	82,639
Abstain	2,257

Item 8.01 Other Events.

Also on December 11, 2018, the Company’s Board of Directors declared quarterly cash dividends of \$0.24 per share of the Company’s Common Stock and 0.18 per share of the Company’s Class B Stock. The dividends will be payable on March 1, 2019, to stockholders of record at the close of business on February 15, 2019. A copy of the Company’s press release announcing these matters is attached as Exhibit 99.1 and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibits
99.1	Press Release dated December 11, 2018 (Cash Dividends)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OIL-DRI CORPORATION OF AMERICA

By: /s/ Laura G. Scheland

Laura G. Scheland

Vice President, General Counsel and Secretary

Date: December 11, 2018

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Section 2: EX-99.1 (EXHIBIT 99.1)



News Announcement
For Immediate Release

Exhibit 99.1

Oil-Dri Board of Directors Declares Quarterly Dividends

CHICAGO-(December 11, 2018)-The Board of Directors of Oil-Dri Corporation of America (NYSE: ODC) today declared quarterly cash dividends of \$0.24 per share of the Company's Common Stock and \$0.18 per share of the Company's Class B Stock.

The dividends declared will be payable on March 1, 2019 to stockholders of record at the close of business on February 15, 2019. The Company has paid cash dividends continuously since 1974 and has increased dividends annually for fifteen consecutive years.

Oil-Dri expects to release earnings for its second quarter of fiscal 2019 after the close of the U.S. stock market on Monday, March 11, 2019 and to host an Investor Teleconference on Tuesday, March 12, 2019. Teleconference details will be communicated via web alert and posted on the Events page of the Company's website (investors.oildri.com/events) approximately one week prior to the call.

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While Oil-Dri's founding product was granular clay floor absorbents, it has since greatly diversified its portfolio. The Company's mission to "Create Value from Sorbent Minerals" is supported by its wide array of consumer and business to business product offerings. In 2016, Oil-Dri celebrated its seventy-fifth year of business and looks forward to the next milestone. To learn more about the Company, visit oildri.com.

Reagan B. Culbertson
Investor Relations Manager
reagan.culbertson@oildri.com
(312) 321-1515

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