

TETRA TECH INC  
Form 8-K  
March 03, 2011

**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):

**March 1, 2011**

**TETRA TECH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-19655**  
(Commission  
File Number)

**95-4148514**  
(IRS Employer  
Identification Number)

**3475 East Foothill Boulevard, Pasadena, California 91107**

(Address of principal executive office and zip code)

**(626) 351-4664**

(Registrant's telephone number, including area code)

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

On March 1, 2011, the Company held its annual meeting of stockholders for the following purposes:

- (1) To elect seven members to its Board of Directors;
- (2) To vote on a nonbinding resolution regarding executive compensation;
- (3) To vote on the frequency of nonbinding stockholder votes to approve executive compensation;
- (4) To vote on the amendment of the Company's 2005 Equity Incentive Plan to increase the number of shares of common stock issuable under the Plan by 2,500,000 shares;
- (5) To ratify the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm for fiscal 2011; and
- (6) To act upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

The votes cast in connection with such matters were as follows:

**Election of Directors:**

<b>Name</b>	<b>For</b>	<b>Withheld</b>
Dan L. Batrack	41,982,185	1,799,932
Hugh M. Grant	41,514,832	2,267,285
Patrick C. Haden	40,859,475	2,922,642
J. Christopher Lewis	40,935,897	2,846,220
Albert E. Smith	42,485,736	1,296,381
J. Kenneth Thompson	41,544,993	2,237,124
Richard H. Truly	41,545,865	2,236,252

**Nonbinding Resolution Regarding Executive Compensation:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
42,008,200	1,461,809	312,108

**Frequency of Nonbinding Stockholder Votes to Approve Executive Compensation:**

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<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>
38,390,536	199,457	5,100,896	91,228

**Amendment of 2005 Equity Incentive Plan:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
40,333,912	3,356,380	91,825

**Appointment of PricewaterhouseCoopers LLP:**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
47,809,153	1,604,054	42,111

**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.

TETRA TECH, INC.

Date: March 3, 2011

By:

/S/ JANIS B. SALIN  
Janis B. Salin  
Senior Vice President, General Counsel and  
Secretary