

**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): February 22, 2024**



**IES Holdings, Inc.**

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

**001-13783**  
(Commission  
file number)

**76-0542208**  
(I.R.S. Employer  
Identification No.)

**2 Riverway, Suite 1730 Houston, Texas 77056**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (713) 860-1500**

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 Instructions 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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	IESC	NASDAQ Global 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.**

On February 22, 2024, IES held its 2024 Annual Stockholders Meeting (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (1) elected all of the Company’s nominees for Director, (2) ratified the appointment of Ernst & Young LLP as the Company’s certified public accountants for the fiscal year ending September 30, 2024, and (3) approved, by advisory vote, the compensation of the Company’s named executive officers, as described in the proxy statement for the Annual Meeting.

- (1) Proposal One: Election of Directors to serve until the 2025 Annual Stockholders Meeting and until their successors are duly elected and qualified (or until their earlier death, resignation or removal). Each Director was elected as follows:

	<b>NAME</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTE</b>
01—	Jennifer A. Baldock	15,214,035	2,607,333	1,239,809
02—	Todd M. Cleveland	17,403,886	417,482	1,239,809
03—	David B. Gendell	16,970,620	850,748	1,239,809
04—	Jeffrey L. Gendell	17,483,501	337,867	1,239,809
05—	Joe D. Koshkin	16,034,431	1,786,937	1,239,809
06—	Elizabeth D. Leykum	17,584,616	236,752	1,239,809

- (2) Proposal Two: Ratification of the appointment of Ernst & Young LLP as the Company’s certified public accountants for the Company for fiscal year 2024 was approved as follows:

18,904,906	147,393	8,878	N/A
FOR	AGAINST	ABSTAIN	BROKER NON-VOTE

- (3) Proposal Three: Approval, by advisory vote, of the compensation of the Company’s named executive officers, as described in the proxy statement for the Annual Meeting:

17,371,138	446,533	3,697	1,239,809
FOR	AGAINST	ABSTAIN	BROKER NON-VOTE

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

**IES HOLDINGS, INC.**

*Date:* February 23, 2024

*By:* /s/ Mary K. Newman

Name: Mary K. Newman

Title: General Counsel and Corporate Secretary