

**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): April 23, 2024

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Federal Signal Corporation

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

001-6003
*(Commission File
Number)*

36-1063330
*(IRS Employer
Identification No.)*

1415 W. 22nd Street, Oak Brook, Illinois
(Address of principal executive offices)

60523
(Zip Code)

(630) 954-2000
(Registrant's telephone number, including area 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:

- ? 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 \$1.00 per share	FSS	New York Stock Exchange

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 April 23, 2024, the Company held its 2024 Annual Meeting of Stockholders (the "Annual Meeting"). As of the February 26, 2024 record date, there were 61,022,052 shares of the Company's common stock outstanding. The holders of 58,043,528 shares of common stock, representing 95.1% of the outstanding shares entitled to vote as of the record date, were represented at the Annual Meeting in person or by proxy. This amount represented a quorum. Set forth below are the final voting results for each of the three proposals submitted to a vote of the Company's stockholders at the Annual Meeting. The proposals are described in detail in the Company's 2024 Proxy Statement, filed with the Securities and Exchange Commission on March 8, 2024 (the "2024 Proxy Statement").

Proposal 1.

The following nominees were elected to the Board of Directors to hold office for one year or until their successors are elected and qualified. There were no abstentions, and 1,858,847 broker non-votes, with respect to this matter. The voting results were as follows:

	For	Withhold
Katrina L. Helmkamp	55,768,663	416,018
Eugene J. Lowe, III	55,305,908	878,773
Dennis J. Martin	54,632,131	1,552,550
Bill Owens	53,404,351	2,780,330
Shashank Patel	55,697,046	487,635
Brenda L. Reichelderfer	53,414,155	2,770,526
Jennifer L. Sherman	55,217,961	966,720
John L. Workman	54,232,858	1,951,823

Proposal 2.

The stockholders, in an advisory vote, approved the named executive officer compensation as disclosed in the 2024 Proxy Statement. There were 1,858,847 broker non-votes with respect to this matter. The voting results were as follows:

For	Against	Abstentions
53,884,995	2,248,149	51,537

Proposal 3.

The stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2024. There were no broker non-votes with respect to this matter. The voting results were as follows:

For	Against	Abstentions
57,630,107	390,030	23,391

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits
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.

Dated: April 23, 2024

FEDERAL SIGNAL CORPORATION

By: /s/ Ian Hudson

Ian A. Hudson, Senior Vice President, Chief Financial Officer