
**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 13, 2021

A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-475
(Commission
File Number)

39-0619790
(IRS Employer
Identification No.)

11270 West Park Place, Milwaukee, Wisconsin 53224
(Address of principal executive offices, including zip code)

(414) 359-4000
(Registrant's telephone number)

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 communication 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 204.14a-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 13-e4(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)	AOS	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.

A. O. Corporation (the “Company”) held its Annual Meeting of Stockholders on April 13, 2021, for the purposes of the election of the Company’s Board of Directors, to hold an advisory vote to approve the compensation of our named executive officers, and to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.

The voting results for the election of the Company’s Board of Directors were as follows:

<u>Class A Common Stock Directors</u>	<u>For</u>	<u>Authority Withheld</u>	<u>Broker Non-Vote</u>
Victoria M. Holt	25,664,129	9,700	0
Michael M. Larsen	25,663,141	10,688	0
Ajita G. Rajendra	25,663,141	10,688	0
Bruce M. Smith	25,664,129	9,700	0
Mark D. Smith	25,664,129	9,700	0
Kevin J. Wheeler	25,663,141	10,688	0
<u>Common Stock Directors</u>	<u>For</u>	<u>Authority Withheld</u>	<u>Broker Non-Vote</u>
Ronald D. Brown	92,641,415	22,511,943	6,842,707
Dr. Ilham Kadri	65,998,879	49,154,479	6,842,707
Idelle K. Wolf	109,553,802	5,599,557	6,842,707
Gene C. Wulf	108,192,337	6,961,022	6,842,707

The advisory voting results for the approval of the compensation of the Company’s named executive officers were as follows:

	<u>Total Votes</u>
For	35,966,040
Against	1,129,355
Abstain	93,770
Broker Non-Votes	684,271

The voting results for the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2021, were as follows

	<u>Total Votes</u>
For	37,265,635
Against	601,255
Abstain	6,546
Broker Non-Votes	0

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.

A. O. SMITH CORPORATION

Date: April 19, 2021

By: /s/James F. Stern
James F. Stern
Executive Vice President, General Counsel and Secretary