

**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): May 20, 2021

Gulf Island Fabrication, Inc.

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction
of incorporation)

001-34279
(Commission
File Number)

72-1147390
(IRS Employer
Identification No.)

**16225 Park Ten Place, Suite 300
Houston, Texas 77084**

(Address of principal executive offices)(Zip Code)

(713) 714-6100

(Registrant's telephone number, including area code)

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:

- 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, no par value per share	GIFI	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

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.

Gulf Island Fabrication, Inc. (the "Company") held its 2021 virtual annual meeting of shareholders on May 20, 2021. At the annual meeting, the Company's shareholders (1) elected Robert M. Averick, Richard W. Heo, Michael J. Keeffe and Cheryl D. Richard to serve as directors of the Company for terms expiring at the next annual meeting of shareholders in 2022 and until his or her successor is duly elected and qualified; (2) approved, on an advisory basis, the compensation of the Company's named executive officers; and (3) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2021 fiscal year.

Of the 15,516,969 shares of the Company's common stock outstanding as of the record date, 10,805,957 shares were represented in person, including being deemed present by means of remote communication (i.e., virtually), or by proxy at the annual meeting. The inspector of election reported the final vote of shareholders as follows:

Proposal No. 1: Election of each of the four director nominees.

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Robert M Averick	8,087,107	488,679	11,878	2,218,293
Richard W. Heo	8,474,755	100,671	12,238	2,218,293
Michael J. Keeffe	8,453,709	121,717	12,238	2,218,293
Cheryl D. Richard	8,392,129	183,297	12,238	2,218,293

Proposal No. 2: Approval, on an advisory basis, of the compensation of the Company's named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,554,348	1,016,397	16,919	2,218,293

Proposal No. 3: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2021.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
10,722,103	81,295	2,559

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.

GULF ISLAND FABRICATION, INC.

By: /s/ Westley S. Stockton
 Westley S. Stockton
 Executive Vice President, Chief Financial Officer, Secretary and Treasurer
 (Principal Financial Officer)

Dated: May 21, 2021