

EMC CORP  
Form 8-K  
May 02, 2012

**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 1, 2012**

**EMC CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Massachusetts**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-9853**  
**(Commission**  
  
**File Number)**

**No. 04-2680009**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**176 South Street, Hopkinton, MA**  
(Address of Principal Executive Offices)

**01748**  
(Zip code)

**Registrant's telephone number, including area code: (508) 435-1000**

N/A

(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 (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))

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

EMC Corporation's Annual Meeting of Shareholders was held on May 1, 2012. There was no solicitation in opposition to management's nominees as listed in EMC's proxy statement, and all such nominees were elected directors for a one-year term. The shareholders ratified the selection by the Audit Committee of PricewaterhouseCoopers LLP as EMC's independent auditors for the fiscal year ending December 31, 2012 and provided advisory approval of EMC's executive compensation. The results of the votes for each of these proposals were as follows:

1. Election of Directors:

|                   | For           | Against    | Abstain   | Broker Non-Votes |
|-------------------|---------------|------------|-----------|------------------|
| Michael W. Brown  | 1,426,316,883 | 43,721,535 | 2,846,600 | 258,818,186      |
| Randolph L. Cowen | 1,437,015,869 | 33,007,387 | 2,861,762 | 258,818,186      |
| Gail Deegan       | 1,447,701,084 | 22,478,865 | 2,705,069 | 258,818,186      |
| James S. DiStasio | 1,452,770,827 | 17,249,839 | 2,864,352 | 258,818,186      |
| John R. Egan      | 1,454,106,369 | 15,961,919 | 2,816,730 | 258,818,186      |
| Edmund F. Kelly   | 1,463,149,875 | 6,797,416  | 2,937,727 | 258,818,186      |
| Windle B. Priem   | 1,412,497,834 | 57,430,546 | 2,956,638 | 258,818,186      |
| Paul Sagan        | 1,439,760,741 | 30,272,815 | 2,851,462 | 258,818,186      |
| David N. Strohm   | 1,430,618,246 | 39,403,872 | 2,862,900 | 258,818,186      |
| Joseph M. Tucci   | 1,412,046,446 | 59,622,165 | 1,216,407 | 258,818,186      |

2. Ratification of the selection by the Audit Committee of PricewaterhouseCoopers LLP as EMC's independent auditors for the fiscal year ending December 31, 2012:

|                   |               |
|-------------------|---------------|
| For:              | 1,682,386,381 |
| Against:          | 46,002,133    |
| Abstain:          | 3,314,690     |
| Broker Non-Votes: | 0             |

3. Advisory approval of EMC's executive compensation:

|                   |               |
|-------------------|---------------|
| For:              | 1,418,447,649 |
| Against:          | 49,871,795    |
| Abstain:          | 4,565,574     |
| Broker Non-Votes: | 258,818,186   |

**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.

EMC CORPORATION

By: /s/ Paul T. Dacier  
Paul T. Dacier  
Executive Vice President and

General Counsel

Date: May 2, 2012