

FMC CORP
Form 8-K
April 24, 2013
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, 2013

FMC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-2376	94-0479804
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

1735 Market Street Philadelphia, Pennsylvania (Address of principal executive offices)	19103 (Zip Code)
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Registrant's telephone number, including area code: 215-299-6000

Check the appropriate box below if the Form 8-K 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
 - Soliciting material pursuant to Rule 14a-2 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) We held our annual meeting of stockholders on April 23, 2013 (the "Annual Meeting"); 137,932,955 shares of common stock were entitled to be voted; 123,893,590 shares were voted in person or by proxy.

(b) At the Annual Meeting, Pierre Brondeau, Dirk A. Kempthorne and Robert C. Pallash were each duly nominated for, and elected by the stockholders to our Board of Directors (the "Board"). These individuals will serve on our Board along with Edward J. Mooney, William H. Powell, Vincent R. Volpe, Jr., Eduardo E. Cordeiro, Peter D'Aloia, C. Scott Greer and Paul J. Norris, each of whose terms continued after the Annual Meeting. The number of votes cast for, against, abstained, and the number of broker non-votes with respect to each nominee is set forth below:

Nominee	For	Withhold	Abstain	Broker Non-Votes
Pierre Brondeau	112,877,179	1,959,823	3,260,092	5,796,496
Dirk A. Kempthorne	115,881,097	430,762	1,785,235	5,796,496
Robert C. Pallash	114,795,162	1,382,081	1,919,851	5,796,496

(c) At the Annual Meeting, the stockholders also voted on the ratification of the Audit Committee's approval for the continuing service of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2013. The number of votes cast for, against and abstained with respect to this proposal is set forth below:

For	Against	Abstain
119,359,286	4,204,164	330,140

(d) At the Annual Meeting, the stockholders also voted, in a non-binding advisory vote, to approve the compensation of the Company's named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission. The number of votes cast for, against and abstained, and the number of broker non-votes, with respect to this proposal is set forth below:

For	Against	Abstain	Broker Non-Votes
111,975,966	5,524,705	596,423	5,796,496

(e) At the Annual Meeting, the stockholders recommended that the Company's Restated Certificate of Incorporation be amended to eliminate the classification of the Board of Directors. The number of votes cast for, against and abstained, and the number of broker non-votes, with respect to this proposal is set forth below:

For	Against	Abstain	Broker Non-Votes
116,908,395	890,135	298,564	5,796,496

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 thereunto duly authorized.

FMC CORPORATION
(Registrant)

Date: April 23, 2013

By: **S/ ANDREA E. UTECHT**
Andrea E. Utecht
Executive Vice President, General Counsel and Secretary