

FMC CORP
Form 8-K
April 27, 2018

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 24, 2018

FMC CORPORATION
(Exact name of registrant as specified in its charter)

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

| | |
|--|---------------------|
| 2929 Walnut Street Philadelphia, Pennsylvania (Address of principal executive offices) | 19104 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: 215-299-6000

Indicate by
check mark
whether the
registrant is
an emerging
growth
company as
defined in 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 o
If an emerging growth company,
indicate by check mark if the o
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.

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-12 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 24, 2018 (the “Annual Meeting”); 134,483,366 shares of common stock were entitled to be voted; 113,721,950 shares were voted in person or by proxy. At the Annual Meeting, Pierre Brondeau, Eduardo E. Cordeiro, G. Peter D’Aloia, C. Scott Greer, K’Lynne Johnson, Dirk A. Kempthorne, Paul J. Norris, Margareth Øvrum, Robert C. Pallash, William H. Powell and Vincent R. Volpe, Jr. were each duly nominated for, and elected by the stockholders to our Board of Directors (the “Board”).
- (b) These individuals will serve on our Board for a one-year term expiring in 2019. The number of votes cast for, withheld, abstained, and the number of broker non-votes with respect to each nominee is set forth below:

| | For | Withhold | Abstain | Broker Non-Votes |
|----------------------|-------------|-----------|------------|------------------|
| Pierre Brondeau | 101,672,950 | 632,594 | 3,633,554 | 7,782,852 |
| Eduardo E. Cordeiro | 104,425,063 | 261,372 | 1,252,663 | 7,782,852 |
| G. Peter D’Aloia | 102,157,971 | 758,354 | 3,022,773 | 7,782,852 |
| C. Scott Greer | 71,884,698 | 1,673,746 | 32,380,654 | 7,782,852 |
| K’Lynne Johnson | 73,712,632 | 1,240,546 | 30,985,920 | 7,782,852 |
| Dirk A. Kempthorne | 104,957,443 | 389,014 | 592,641 | 7,782,852 |
| Paul J. Norris | 73,364,658 | 1,605,238 | 30,969,202 | 7,782,852 |
| Margareth Øvrum | 105,159,213 | 192,207 | 587,678 | 7,782,852 |
| Robert C. Pallash | 104,211,406 | 638,617 | 1,089,075 | 7,782,852 |
| William H. Powell | 73,813,576 | 1,146,607 | 30,978,915 | 7,782,852 |
| Vincent R. Volpe, Jr | 102,671,666 | 721,448 | 2,545,984 | 7,782,852 |

- (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, 2018. The number of votes cast for, against and abstained with respect to this proposal is set forth below:

Votes
 For: 110,892,490
 Against: 2,585,533
 Abstain: 243,927

- (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:

Votes
 For: 63,506,815
 Against: 38,298,064
 Abstain: 4,134,219
 Broker Non-Votes: 7,782,852

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 27, 2018 By: /s/
ANDREA
E.
UTECHT
Andrea E.
Utecht
Executive
Vice
President,
General
Counsel
and
Secretary