

LOEWS CORP
Form 8-K
May 11, 2017

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 9, 2017

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

Delaware
(State or other jurisdiction
of incorporation)

1-6541
(Commission
File Number)

13-2646102
(I.R.S.
Employer
Identification
No.)

667 Madison Avenue, New York, N.Y.
(Address of principal executive offices)

10065-8087
(Zip Code)

Registrant's telephone number, including area code:

(212) 521-2000

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 (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))

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 Submission of Matters to a Vote of
5.07 Security Holders.

Set forth below is information relating to the 2017 annual meeting of shareholders of the Registrant (the “Annual Meeting”).

The Annual Meeting was called to order at 11:00 A.M. on May 9, 2017. Represented at the meeting, in person or by proxy, were shares of common stock, par value \$0.01 per share, of the Registrant (“common stock”) representing 304,559,580 votes, approximately 90.5% of the votes represented by the issued and outstanding shares of common stock entitled to vote.

The following business was transacted:

Election of Directors

Shares representing over 80.5% of the votes cast for directors were voted for the election of each of the following directors, each of whom was elected. The number of votes for, against and abstained and all shares as to which brokers indicated that they did not have the authority to vote (“Broker Non-Votes”) with respect to each director were as follows:

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Lawrence S. Bacow	289,786,665	1,107,214	113,635	13,552,066
Ann E. Berman	289,133,195	1,763,643	110,676	13,552,066
Joseph L. Bower	281,717,622	9,174,651	115,241	13,552,066
Charles D. Davidson	289,912,861	981,807	112,846	13,552,066
Charles M. Diker	287,356,369	3,536,730	114,415	13,552,066
Jacob A. Frenkel	234,103,656	56,792,253	111,605	13,552,066
Paul J. Fribourg	256,118,596	34,782,388	106,530	13,552,066
Walter L. Harris	234,049,882	56,847,502	110,130	13,552,066
Philip A. Laskawy	287,932,188	2,958,754	116,572	13,552,066
Ken Miller	288,820,844	2,065,021	121,649	13,552,066
Andrew H. Tisch	254,369,733	36,351,946	285,835	13,552,066
James S. Tisch	282,356,367	8,574,689	76,458	13,552,066
Jonathan M. Tisch	279,280,647	11,443,120	283,747	13,552,066
Anthony Welters	289,881,749	1,008,359	117,406	13,552,066

Advisory Vote on Executive Compensation

Approved – Shares representing 262,717,718 votes, approximately 90.4% of the votes cast, voted, in an advisory vote, to approve the compensation of the executive officers of the Registrant named in its proxy statement dated March 29, 2017 (a “Say-on-Pay Proposal”). Shares representing 27,832,555 votes, approximately 9.6% of the votes cast, voted against, and shares representing 457,241 votes abstained. In addition, there were 13,552,066 Broker Non-Votes.

Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation

Annual – Shares representing 268,053,682 votes, approximately 92.3% of the votes cast, voted, in an advisory vote, to submit a Say-on-Pay Proposal to the Registrant’s shareholders every year. Shares representing 154,347 votes,

approximately 0.1% of the votes cast, voted to submit a Say-on-Pay Proposal to the Registrant's shareholders every two years. Shares representing 22,160,958 votes, approximately 7.6% of the votes cast, voted to submit a Say-on-Pay Proposal to the Registrant's shareholders every three years. Shares representing 638,527 votes abstained. In addition, there were 13,552,066 Broker Non-Votes.

In light of the vote of the shareholders on this item, the Registrant's Board of Directors has determined that an advisory vote to approve the compensation of the named executive officers of the Registrant will be conducted every year, until the next shareholder advisory vote on the frequency of the advisory vote to approve the compensation of the named executive officers of the Registrant.

Ratification of the Appointment of Independent Auditors

Approved – Shares representing 302,673,268 votes, approximately 99.4% of the votes cast, voted to ratify the appointment of Deloitte & Touche, LLP as independent auditors for the Registrant. Shares representing 1,799,855 votes, approximately 0.6% of the votes cast, voted against, and shares representing 86,457 votes abstained.

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.

LOEWS CORPORATION
(Registrant)

Dated: May 11, 2017

By: /s/ Marc A. Alpert
Marc A. Alpert
Senior Vice President,
General Counsel and
Secretary

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89,116

215,937

34,709

(1,994

)

343,381

Long-term debt

	529
	2,793,334
	35,709
	135,071
	1,759
	2,966,402
Affiliate long-term debt	
	4,972
	13,984
	294,919
	(294,950
)	
	18,925
Other liabilities	

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	45,172
	23,645
	610,491
	145,828
)	(412,076
	413,060
Total liabilities	
	56,286
	2,906,095
	876,121
	610,527
)	(707,261
	3,741,768

Total Sinclair Broadcast Group equity (deficit)

	396,370
	395,401
	2,510,122
	(85,271
)	
	(2,820,252
)	
	396,370

Noncontrolling interests in consolidated subsidiaries

	9,334
	9,334
Total liabilities and equity (deficit)	
\$	452,656
\$	3,301,496
\$	3,386,243
\$	534,590
\$	

(3,527,513

)

\$

4,147,472

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Table of Contents**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME****FOR THE YEAR ENDED DECEMBER 31, 2014**

(In thousands)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$	\$	\$ 1,870,408	\$ 192,616	\$ (86,466)	\$ 1,976,558
Program and production		76	573,725	84,592	(81,380)	577,013
Selling, general and administrative	4,320	57,799	359,880	20,099	(2,079)	440,019
Depreciation, amortization and other operating expenses	1,068	5,425	367,514	92,635	(1,767)	464,875
Total operating expenses	5,388	63,300	1,301,119	197,326	(85,226)	1,481,907
Operating (loss) income	(5,388)	(63,300)	569,289	(4,710)	(1,240)	494,651
Equity in earnings of consolidated subsidiaries	211,782	373,228	(201)		(584,809)	
Interest expense	(573)	(163,347)	(4,869)	(27,364)	21,291	(174,862)
Other income (expense)	4,377	(14,651)	998	2,024	10	(7,242)
Total other income (expense)	215,586	195,230	(4,072)	(25,340)	(563,508)	(182,104)
Income tax benefit	2,081	83,897	(185,193)	1,783		(97,432)
Net income (loss)	212,279	215,827	380,024	(28,267)	(564,748)	215,115
Net loss attributable to the noncontrolling interests				(2,836)		(2,836)
Net income (loss) attributable to Sinclair Broadcast Group	\$ 212,279	\$ 215,827	\$ 380,024	\$ (31,103)	\$ (564,748)	\$ 212,279
Comprehensive Income	\$ 211,759	\$ 213,284	\$ 378,926	\$ (27,982)	\$ (564,228)	\$ 211,759

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Table of Contents**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME****FOR THE YEAR ENDED DECEMBER 31, 2013**

(In thousands)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$	\$	\$ 1,296,736	\$ 123,017	\$ (56,622)	\$ 1,363,131
Program and production	15	357	391,410	50,950	(57,628)	385,104
Selling, general and administrative	3,733	48,363	241,548	9,132	82	302,858
Depreciation, amortization and other operating expenses	1,307	3,105	275,889	71,319	(471)	351,149
Total operating expenses	5,055	51,825	908,847	131,401	(58,017)	1,039,111
Operating (loss) income	(5,055)	(51,825)	387,889	(8,384)	1,395	324,020
Equity in earnings of consolidated subsidiaries	97,138	309,388	1,009		(407,535)	
Interest expense	(1,083)	(152,174)	(4,965)	(25,624)	20,909	(162,937)
Other income (expense)	4,633	(59,033)	245	5,361	(6,781)	(55,575)
Total other income (expense)	100,688	98,181	(3,711)	(20,263)	(393,407)	(218,512)
Income tax benefit	(22,165)	47,645	(73,266)	2,637	3,900	(41,249)
Income from discontinued operations, net of taxes		11,063	495			11,558
Net income (loss)	73,468	105,064	311,407	(26,010)	(388,112)	75,817
Net loss attributable to the noncontrolling interests				(2,349)		(2,349)
Net income (loss) attributable to Sinclair Broadcast Group	\$ 73,468	\$ 105,064	\$ 311,407	\$ (28,359)	\$ (388,112)	\$ 73,468
Comprehensive Income	\$ 78,257	\$ 107,243	\$ 311,407	\$ (28,098)	\$ (388,112)	\$ 78,257

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Table of Contents**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME****FOR THE YEAR ENDED DECEMBER 31, 2012**

(In thousands)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
Net revenue	\$	\$	\$ 1,008,146	\$ 64,909	\$ (11,376)	\$ 1,061,679
Program and production		322	263,802	1,400	(9,968)	255,556
Selling, general and administrative	2,853	28,762	168,540	6,082	(1,567)	204,670
Depreciation, amortization and other operating expenses	1,523	1,890	213,681	55,802	(728)	272,168
Total operating expenses	4,376	30,974	646,023	63,284	(12,263)	732,394
Operating (loss) income	(4,376)	(30,974)	362,123	1,625	887	329,285
Equity in losses of consolidated subsidiaries	144,620	194,686	(123)		(339,183)	
Interest expense	(1,317)	(118,491)	(4,840)	(24,780)	20,875	(128,553)
Other income (expense)	5,245	38,677	(39,781)	8,690	(1,223)	11,608
Total other income (expense)	148,548	114,872	(44,744)	(16,090)	(319,531)	(116,945)
Income tax benefit	494	41,709	(118,519)	8,464		(67,852)
Loss from discontinued operations, net of taxes		(269)	734			465
Net income (loss)	144,666	125,338	199,594	(6,001)	(318,644)	144,953
Net loss attributable to the noncontrolling interests				(287)		(287)
Net income (loss) attributable to Sinclair Broadcast Group	\$ 144,666	\$ 125,338	\$ 199,594	\$ (6,288)	\$ (318,644)	\$ 144,666
Comprehensive Income	\$ 144,808	\$ 125,193	\$ 199,594	\$ (6,288)	\$ (318,499)	\$ 144,808

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Table of Contents**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED DECEMBER 31, 2014**

(In thousands)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
NET CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES	\$ (26,528)	\$ (147,940)	\$ 628,103	\$ (35,694)	\$ 12,513	\$ 430,454
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:						
Acquisition of property and equipment		(8,864)	(71,152)	(2,722)	1,280	(81,458)
Payments for acquisitions of television stations			(1,485,039)			(1,485,039)
Proceeds from the sale of broadcast assets			176,675			176,675
Payments for acquisitions of assets of other operating divisions						
Purchase of alarm monitoring contracts				(27,701)		(27,701)
(Increase) decrease in restricted cash		11,525	91			11,616
Investments in equity and cost method investees				(8,104)		(8,104)
Proceeds from insurance settlement		17,042				17,042
Other, net	1,000		392	(1,779)		(387)
Net cash flows from (used in) investing activities	1,000	19,703	(1,379,033)	(40,306)	1,280	(1,397,356)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:						
Proceeds from notes payable, commercial bank financing and capital leases		1,466,500	507	33,713		1,500,720
Repayments of notes payable, commercial bank financing and capital leases	(556)	(574,584)	(1,028)	(6,596)		(582,764)
Repurchase of outstanding Class A Common Stock	(133,157)					(133,157)
Dividends paid on Class A and Class B common stock	(61,103)					(61,103)
Payments for deferred financing costs		(16,590)				(16,590)
Noncontrolling interest (contributions) distributions				(8,184)		(8,184)
Increase (decrease) in intercompany payables	218,081	(981,669)	725,678	51,703	(13,793)	

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Other, net	2,263		(1,072)		4,367		5,558
Net cash flows from (used in) financing activities	25,528	(106,343)	724,085	75,003	(13,793)		704,480
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(234,580)	(26,845)		(997)		(262,422)
CASH AND CASH EQUIVALENTS, beginning of period		237,974	28,594		13,536		280,104
CASH AND CASH EQUIVALENTS, end of period	\$	\$ 3,394	\$ 1,749	\$	12,539	\$	\$ 17,682

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Table of Contents**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED DECEMBER 31, 2013**

(In thousands)

	Sinclair Broadcast Group, Inc.	Sinclair Television Group, Inc.	Guarantor Subsidiaries and KDSM, LLC	Non- Guarantor Subsidiaries	Eliminations	Sinclair Consolidated
NET CASH FLOWS (USED IN)						
FROM OPERATING ACTIVITIES	\$ (37,107)	\$ (264,925)	\$ 444,680	\$ (40,414)	\$ 58,343	\$ 160,577
CASH FLOWS FROM (USED IN)						
INVESTING ACTIVITIES:						
Acquisition of property and equipment		(2,700)	(35,659)	(5,029)		(43,388)
Payments for acquisitions of television stations			(998,664)	(50,480)	43,000	(1,006,144)
Proceeds from the sale of broadcast assets			71,738	21,000	(43,000)	49,738
Payments for acquisitions of assets of other operating divisions				(4,650)		(4,650)
Purchase of alarm monitoring contracts				(23,721)		(23,721)
(Increase) decrease in restricted cash		(11,522)				(11,522)
Investments in equity and cost method investees				(10,767)		(10,767)
Investment in marketable securities				(696)	(10,908)	(11,604)
Other, net	1,648		50	9,119		10,817
Net cash flows (used in) from investing activities	1,648	(14,222)	(962,535)	(65,224)	(10,908)	(1,051,241)
CASH FLOWS FROM (USED IN)						
FINANCING ACTIVITIES:						
Proceeds from notes payable, commercial bank financing and capital leases		2,189,753		88,540		2,278,293
Repayments of notes payable, commercial bank financing and capital leases	(482)	(1,473,898)	(1,069)	(34,311)		(1,509,760)
Proceeds from the sale of Class A Common Stock	472,913					472,913
Dividends paid on Class A and Class B common stock	(56,767)					(56,767)
Payments for deferred financing costs		(27,724)				(27,724)
Noncontrolling interest distributions (contributions)				(10,256)		(10,256)
Increase (decrease) in intercompany payables	(371,331)	(178,240)	548,139	59,765	(58,333)	
Other, net	(8,874)		(820)		10,898	1,204
Net cash flows from (used in) financing activities	35,459	509,891	546,250	103,738	(47,435)	1,147,903
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		230,744	28,395	(1,900)		257,239
		7,230	199	15,436		22,865

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CASH AND CASH EQUIVALENTS,
beginning of period

CASH AND CASH EQUIVALENTS,

end of period	\$	\$	237,974	\$	28,594	\$	13,536	\$	280,104
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Table of Contents**QUARTERLY FINANCIAL INFORMATION (UNAUDITED):**

(in thousands, except per share data)

	For the Quarter Ended			
	03/31/14	06/30/14	09/30/14	12/31/14
Total revenues, net	\$ 412,648	\$ 455,136	\$ 494,956	\$ 613,818
Operating income	\$ 81,000	\$ 103,039	\$ 101,663	\$ 208,949
Income from continuing operations	\$ 27,657	\$ 41,601	\$ 48,768	\$ 97,089
Income from discontinued operations	\$	\$	\$	\$
Net income attributable to Sinclair Broadcast Group	\$ 27,158	\$ 41,335	\$ 48,341	\$ 95,445
Basic earnings per common share from continuing operations attributable to Sinclair Broadcast Group	\$ 0.27	\$ 0.43	\$ 0.50	\$ 0.99
Basic earnings per common share attributable to Sinclair Broadcast Group	\$ 0.27	\$ 0.43	\$ 0.50	\$ 0.99
Diluted earnings per common share from continuing operations attributable to Sinclair Broadcast Group	\$ 0.27	\$ 0.42	\$ 0.49	\$ 0.98
Diluted earnings per common share attributable to Sinclair Broadcast Group	\$ 0.27	\$ 0.42	\$ 0.49	\$ 0.98

	For the Quarter Ended			
	03/31/13	06/30/13	09/30/13	12/31/13
Total revenues, net	\$ 282,618	\$ 314,154	\$ 338,644	\$ 427,715
Operating income	\$ 63,656	\$ 84,280	\$ 72,798	\$ 103,286
Income from continuing operations	\$ 16,515	\$ 12,956	\$ 30,551	\$ 4,237
Income from discontinued operations	\$ 355	\$ 5,103	\$ 6,100	\$
Net income attributable to Sinclair Broadcast Group	\$ 16,997	\$ 17,826	\$ 36,342	\$ 2,303
Basic earnings per common share from continuing operations attributable to Sinclair Broadcast Group	\$ 0.20	\$ 0.14	\$ 0.30	\$ 0.02
Basic earnings per common share attributable to Sinclair Broadcast Group	\$ 0.21	\$ 0.19	\$ 0.37	\$ 0.02
Diluted earnings per common share from continuing operations attributable to Sinclair Broadcast Group	\$ 0.20	\$ 0.14	\$ 0.30	\$ 0.02
Diluted earnings per common share attributable to Sinclair Broadcast Group	\$ 0.21	\$ 0.19	\$ 0.36	\$ 0.02