

DOW CHEMICAL CO /DE/
Form 8-K
May 15, 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 11, 2017

THE DOW CHEMICAL COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

1-3433
(Commission

38-1285128
(I.R.S. Employer

of incorporation)

file number)

Identification No.)

2030 DOW CENTER, MIDLAND, MICHIGAN 48674

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 989-636-1000

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))

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

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.

The Annual Meeting of Stockholders of the Company was held on May 11, 2017 for the purposes of (i) electing 13 directors to hold office until the next annual meeting of stockholders; (ii) ratifying the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2017 fiscal year; (iii) holding an advisory vote to approve executive compensation; and (iv) holding an advisory vote on the frequency of future advisory votes to approve executive compensation.

All of management's nominees for director as named in the Company's Proxy Statement were elected by the votes set forth in the table below.

Election of Directors

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|------------------|----------------------|--------------------|-------------------------|
| Ajay Banga | 857,305,507 | 9,213,543 | 4,212,368 | 157,564,263 |
| Jacqueline K. Barton | 832,233,138 | 32,907,832 | 5,590,448 | 157,564,263 |
| James A. Bell | 844,195,411 | 22,441,454 | 4,094,553 | 157,564,263 |
| Richard K. Davis | 764,660,979 | 102,023,466 | 4,046,973 | 157,564,263 |
| Jeff M. Fettig | 828,884,030 | 35,886,871 | 5,960,517 | 157,564,263 |
| Andrew N. Liveris | 806,730,204 | 57,195,398 | 6,805,816 | 157,564,263 |
| Mark Loughridge | 856,669,761 | 9,659,017 | 4,402,640 | 157,564,263 |
| Raymond J. Milchovich | 856,262,283 | 10,055,943 | 4,413,192 | 157,564,263 |
| Robert S. (Steve) Miller | 843,189,535 | 23,261,140 | 4,280,743 | 157,564,263 |
| Paul Polman | 843,241,767 | 23,290,627 | 4,199,024 | 157,564,263 |
| Dennis H. Reilley | 849,732,865 | 16,721,728 | 4,276,825 | 157,564,263 |
| James M. Ringler | 722,339,002 | 139,119,831 | 9,272,585 | 157,564,263 |
| Ruth G. Shaw | 833,089,893 | 33,837,440 | 3,804,085 | 157,564,263 |

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2017 fiscal year was ratified by the votes set forth in the table below.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------------|----------------------|--------------------|-------------------------|
| Ratification of independent registered public accounting firm | 1,002,913,775 | 21,056,136 | 4,325,770 | N/A |

The Company's executive compensation was approved, on an advisory basis, by the votes set forth in the table below.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|-------------|---------------|-------------|------------------|
| Advisory vote to approve executive compensation | 757,782,491 | 104,064,876 | 8,884,051 | 157,564,263 |

Stockholders voted, on an advisory basis, on the frequency of future advisory votes to approve executive compensation by the votes set forth in the table below.

| | 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|---|-------------|-----------|------------|-------------|------------------|
| Frequency of future advisory votes to approve executive compensation | 773,958,713 | 4,876,595 | 86,012,866 | 5,883,244 | 157,564,263 |

The Board of Directors has determined that the Company will continue holding advisory votes to approve executive compensation on an annual basis.

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.

THE DOW CHEMICAL COMPANY

Registrant

Date: May 15, 2017

/s/ AMY E WILSON
 Amy E. Wilson
 Corporate Secretary and
 Associate General Counsel