

CATERPILLAR INC
Form 8-K
June 19, 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): June 13, 2018

CATERPILLAR INC.
(Exact name of registrant as specified
in its charter)
Delaware
(State or other jurisdiction of
incorporation)
1-768
(City or town)
17-0692744
(IRS Employer Identification No.)
File Number)

510
Lake
Cook
Road,
Suite
100
Deerfield, Illinois 60015
(Zip Code)
(Address
of
principal
executive
offices)

Registrant's telephone number,
including area code: (224) 551-4000

Former name or former address, if
changed since last report: N/A

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 by 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

On June 13, 2018, Caterpillar Inc. (the “Company”) held its 2018 Annual Shareholders Meeting. Set forth below are the voting results for each of the matters submitted to a vote of the Company’s shareholders.

Proposal 1 – Company Proposal - Election of Directors

All nominees for election to the Company’s Board of Directors named in the Proxy Statement were elected, each to a one-year term, with the following vote:

| Director | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|------------|-----------|------------------|
| Kelly A. Ayotte | 405,559,838 | 3,784,873 | 1,231,716 | 113,429,120 |
| David L. Calhoun | 397,703,220 | 10,351,671 | 2,521,536 | 113,429,120 |
| Daniel M. Dickinson | 402,614,012 | 6,619,921 | 1,342,494 | 113,429,120 |
| Juan Gallardo | 399,761,664 | 9,379,589 | 1,435,174 | 113,429,120 |
| Dennis A. Muilenburg | 405,832,564 | 3,436,895 | 1,306,968 | 113,429,120 |
| William A. Osborn | 396,720,613 | 12,482,140 | 1,373,674 | 113,429,120 |
| Debra L. Reed | 396,923,369 | 12,383,310 | 1,269,748 | 113,429,120 |
| Edward B. Rust, Jr. | 399,035,875 | 10,207,425 | 1,333,127 | 113,429,120 |
| Susan C. Schwab | 403,086,954 | 6,280,210 | 1,209,263 | 113,429,120 |
| D. James Umpleby, III | 404,026,940 | 5,146,273 | 1,403,214 | 113,429,120 |
| Miles D. White | 369,892,592 | 39,209,525 | 1,474,310 | 113,429,120 |
| Rayford Wilkins, Jr. | 405,625,163 | 3,499,149 | 1,452,115 | 113,429,120 |

Proposal 2 – Company Proposal - Ratification of Independent Registered Accounting Firm

The proposal requesting ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2018 was approved with the following vote:

| For | Against | Abstain |
|-------------|------------|-----------|
| 509,333,779 | 13,223,614 | 1,448,154 |

Proposal 3 – Company Proposal - Advisory vote on executive compensation

The proposal requesting that the shareholders of the Company approve executive compensation, on an advisory basis, was approved with the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 386,989,020 | 21,018,057 | 2,569,350 | 113,429,120 |

Proposal 4 – Shareholder Proposal - Decrease Percent of Ownership Required to Call Special Shareholder Meeting

The proposal requesting that the Company give shareholders in the aggregate of 15 percent of the Company's outstanding common stock the power to call a special shareholder meeting was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 135,960,702 | 272,072,682 | 2,543,043 | 113,429,120 |

Proposal 5 – Shareholder Proposal - Amend the Company's Compensation Clawback Policy

The proposal requesting that the Board of Directors amend the Company's compensation clawback policy was not voted upon at the Annual Meeting because neither the proponent, nor a qualified representative of the proponent, appeared at the Annual Meeting to present the proposal.

Proposal 6 – Shareholder Proposal - Require Human Rights Qualifications for Director Nominees

The proposal requesting that the Board of Directors nominate for Board election at least one candidate with human rights qualifications was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 19,853,514 | 387,435,571 | 3,287,342 | 113,429,120 |

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.

CATERPILLAR INC.

June 19, 2018 By: /s/ Suzette M. Long
Suzette M. Long
General Counsel & Corporate Secretary