

DARLING INGREDIENTS INC.
Form 8-K
May 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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

DARLING
INGREDIENTS
INC.
(Exact Name of
Registrant as
Specified in
Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-13323 36-2495346
(Commission (IRS Employer
File Number) Identification No.)

251
O'CONNOR
RIDGE
BLVD., 75038
SUITE 300,
IRVING,
TEXAS

(Address
of
Principal (Zip Code)
Executive
Offices)

Registrant's (972) 717-0300
telephone

number,
including
area code:

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 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of Darling Ingredients Inc. (the "Company") held on May 9, 2017, the stockholders elected the Company's Board of Directors and voted upon four Board proposals contained within the Company's Proxy Statement dated March 29, 2017.

The Board nominees were elected with the following vote:

| Nominee | For | Against | Abstentions | Broker Non Votes |
|-------------------|-------------|------------|-------------|------------------------|
| Randall C. Stuewe | 137,729,878 | 4,235,801 | 1,096,055 | 8,127,338 |
| Charles Adair | 140,889,045 | 1,073,281 | 1,099,408 | 8,127,338 |
| D. Eugene Ewing | 139,183,331 | 2,781,547 | 1,096,856 | 8,127,338 |
| Linda Goodspeed | 136,644,734 | 5,318,408 | 1,098,592 | 8,127,338 |
| Dirk Kloosterboer | 139,054,695 | 2,910,724 | 1,096,315 | 8,127,338 |
| Mary R. Korby | 138,950,369 | 3,015,326 | 1,096,039 | 8,127,338 |
| Cynthia Pharr Lee | 140,288,608 | 1,676,036 | 1,097,090 | 8,127,338 |
| Charles Macaluso | 131,769,562 | 10,194,315 | 1,097,857 | 8,127,338 |
| Gary W. Mize | 140,326,726 | 1,638,122 | 1,096,886 | 8,127,338 |
| Michael E. Rescoe | 140,874,590 | 1,088,126 | 1,099,018 | 8,127,338 |

The stockholders voted on the following proposals and cast their votes as described below:

Board proposal to ratify the selection of KPMG LLP, independent registered public accounting firm, as the Company's independent registered public accountant for the fiscal year ending December 30, 2017:

| For | Against | Abstentions | Broker Non Votes |
|-------------|---------|-------------|------------------------|
| 150,386,463 | 761,144 | 41,465 | — |

Board proposal to approve, on an advisory basis, the Company's executive compensation:

| For | Against | Abstentions | Broker Non Votes |
|-------------|-----------|-------------|------------------------|
| 139,615,827 | 1,925,013 | 1,520,894 | 8,127,338 |

Board proposal regarding an advisory vote on the frequency of future advisory votes on the Company's executive compensation:

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non Votes |
|-------------|------------|---------|-------------|------------------------|
| 108,124,670 | 71,018 | 34,442 | 573,423 | 473 8,127,338 |

In accordance with the Board's recommendation and the voting results on this advisory proposal, the Board has determined that the Company will hold an advisory say on pay vote annually.

Board proposal to approve the Company's 2017 Omnibus Incentive Plan:

| | | | Broker |
|-------------|-----------|-------------|-----------|
| For | Against | Abstentions | Non |
| | | | Votes |
| 134,189,693 | 7,335,701 | 1,536,340 | 8,127,338 |

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.

DARLING INGREDIENTS INC.

Date: May 10, 2017 By: /s/ John F. Sterling
John F. Sterling
Executive Vice President and
General Counsel