

KBR, INC.  
Form 8-K  
May 20, 2013

---

---

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 16, 2013

---

KBR, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-33146 (Commission File Number)	20-4536774 (IRS Employer Identification No.)
--	--	--

601 Jefferson Street  
Suite 3400  
Houston, Texas 77002  
(Address of principal executive offices)

Registrant's telephone number, including area code: (713) 753-3011

---

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)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

## Item 5.07.

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

The final results of voting on each of the matters submitted to a vote of security holders during the Company's annual meeting of shareholders held on May 16, 2013 are as follows:

Proposal	For	Withheld	Broker non-votes
1. Election of six Class I and III Directors:			
W. Frank Blount	119,387,913	551,662	11,041,932
Loren K. Carroll	119,034,905	904,670	11,041,932
Linda Z. Cook	119,436,390	503,185	11,041,932
Jeffrey E. Curtiss	119,453,144	486,431	11,041,932
Jack B. Moore	119,453,097	486,478	11,041,932
William P. Utt	117,348,831	2,590,744	11,041,932

Under the Company's Bylaws, each of the directors was elected, having received a majority of the shares of common stock cast in person or represented by proxy at the annual meeting.

Proposal	For	Against	Abstentions	Broker non-votes
2. Ratification of KPMG, LLP as independent registered public accounting firm for the Company for the year ending December 31, 2013.	130,296,136	570,067	115,304	0

Under the Company's Bylaws, the selection of KPMG, LLP was ratified, having been approved by the vote of holders of a majority of the shares of common stock present in person or by proxy at the meeting and entitled to vote.

Proposal	For	Against	Abstentions	Broker non-votes
3. Advisory vote to approve the compensation of our Named Executive Officers as disclosed in the proxy statement.	118,357,437	1,458,472	123,666	11,041,932

Under the Company's Bylaws, the advisory vote was in favor of approval of our executive compensation, having been approved by the vote of the holders of a majority of the shares of common stock present in person or by proxy at the meeting and entitled to vote.

SIGNATURE

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.

KBR, INC.

Date: May 20, 2013

By:

/s/ Jeffrey B. King  
Jeffrey B. King  
Vice President, Public Law