

INGRAM MICRO INC
Form 8-K
June 08, 2016

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 8, 2016
Ingram Micro Inc.

(Exact Name of Registrant as Specified in Charter)
Delaware 1-12203 62-1644402
(State or Other Jurisdiction (Commission File Number) (I.R.S. Employer
of Incorporation) Identification No.)
3351 Michelson Drive, Suite 100, Irvine, CA 92612
(Address of Principal Executive Offices and Zip Code)

(714) 566-1000
(Registrant's Telephone Number, including Area Code)

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))
-
-

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

At the Annual Meeting of Shareholders on June 8, 2016 (the “2016 Annual Meeting”), the shareholders of Ingram Micro Inc. (the “Company”) approved the following proposals, in each case consistent with the recommendation of the Board of Directors of the Company. For more information on the following proposals considered at the 2016 Annual Meeting, see the Company’s proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 26, 2016 and the supplement to the proxy statement filed with the SEC on May 25, 2016, the relevant portions of which are incorporated herein by reference.

1. The Company’s shareholders elected each of the ten nominees to the Board of Directors for a one-year term by a majority of the votes cast:

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|------------|---------|------------------|
| Howard I. Atkins | 110,646,392 | 12,482,304 | 73,287 | 7,484,766 |
| David A. Barnes | 121,977,633 | 1,152,151 | 72,199 | 7,484,766 |
| Leslie Stone Heisz | 119,626,295 | 3,497,327 | 78,361 | 7,484,766 |
| John R. Ingram | 109,554,941 | 13,570,575 | 76,467 | 7,484,766 |
| Dale R. Laurance | 121,618,788 | 1,509,846 | 73,349 | 7,484,766 |
| Linda Fayne Levinson | 109,088,892 | 14,035,297 | 77,794 | 7,484,766 |
| Scott A. McGregor | 108,661,423 | 14,463,175 | 77,385 | 7,484,766 |
| Carol G. Mills | 109,857,229 | 13,266,587 | 78,167 | 7,484,766 |
| Alain Monié | 121,767,355 | 1,362,799 | 71,829 | 7,484,766 |
| Wade Oosterman | 120,960,821 | 2,165,459 | 75,703 | 7,484,766 |

2. The Company’s shareholders voted for advisory approval of the compensation of the Company’s named executive officers.

| | Number of Votes |
|------------------|-----------------|
| For | 101,377,979 |
| Against | 21,491,311 |
| Abstain | 332,693 |
| Broker Non-Votes | 7,484,766 |

3. The Company’s shareholders voted to approve the second amendment to the Company’s 2011 Incentive Plan.

| | Number of Votes |
|------------------|-----------------|
| For | 112,145,140 |
| Against | 10,943,566 |
| Abstain | 113,277 |
| Broker Non-Votes | 7,484,766 |

4. The Company’s shareholders ratified the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the current fiscal year:

| | Number of Votes |
|---------|-----------------|
| For | 129,776,437 |
| Against | 841,487 |

Abstain 68,825
Broker Non-Votes N/A

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.

INGRAM MICRO INC.

Date: June 8, 2016 By: /s/ Larry C. Boyd

Name: Larry C. Boyd

Title: Executive Vice President,
Secretary and General Counsel