

DELTA AIR LINES INC /DE/
Form 8-K
June 27, 2014

**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 27, 2014

DELTA AIR LINES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|----------------------|----------------|
| Delaware | 001-05424 | 58-0218548 |
| | | (IRS |
| (State or other jurisdiction | (Commission Employer | |
| of incorporation) | File Number) | Identification |
| | | No.) |

P.O. Box 20706, Atlanta, Georgia 30320-6001

(Address of principal executive offices)

Registrant's telephone number, including area code: (404) 715-2600

Registrant's Web site address: www.delta.com

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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting of Stockholders of Delta Air Lines, Inc. (the “Company”) held on June 27, 2014 (the “2014 Annual Meeting”), the Company’s stockholders voted on and approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate”) to increase the maximum size of the Board of Directors from fifteen (15) to eighteen (18).

An amendment to Article Six, Section 1(a) of the Certificate was filed with the Delaware Secretary of State on June 27, 2014 and was effective as of such date. The amendment to the Certificate is filed as Exhibit 3.1 to this Form 8-K.

In connection with the amendment to the Certificate to increase the maximum number of directors, the Company’s Board of Directors approved a conforming amendment to Article III, Section 1(a) of the Bylaws, effective following stockholder approval of the amendment to the Certificate.

The Company’s Bylaws, as amended through June 27, 2014, are attached as Exhibit 3.2 to this Form 8-K. The amendment to the Bylaws was effective on June 27, 2014.

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

At the Company’s 2014 Annual Meeting, five proposals were voted upon by the Company’s stockholders. The proposals are described in detail in the Company’s definitive proxy statement filed on May 12, 2014. A brief description of the proposals and the final results of the votes for each matter follows:

1. The stockholders elected all fourteen director nominees to serve as members of the Company’s Board of Directors until the Company’s 2015 Annual Meeting of Stockholders:

| Nominee | For | Against | Abstain | Broker |
|---------------------|-------------|------------|---------|------------|
| | | | | Non-Votes |
| Richard H. Anderson | 620,614,136 | 627,092 | 367,025 | 88,366,853 |
| Edward H. Bastian | 619,619,568 | 1,577,806 | 410,879 | 88,366,853 |
| Roy J. Bostock | 603,188,807 | 17,896,779 | 522,667 | 88,366,853 |
| John S. Brinzo | 620,313,495 | 766,752 | 528,006 | 88,366,853 |
| Daniel A. Carp | 620,310,704 | 784,253 | 513,296 | 88,366,853 |

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| | | | | |
|-----------------------|-------------|-----------|---------|------------|
| David G. DeWalt | 617,958,762 | 3,135,465 | 514,026 | 88,366,853 |
| William H. Easter III | 620,414,934 | 668,307 | 525,012 | 88,366,853 |
| Mickey P. Foret | 619,857,673 | 1,258,182 | 492,398 | 88,366,853 |
| Shirley C. Franklin | 620,049,281 | 1,081,967 | 477,005 | 88,366,853 |
| David R. Goode | 614,471,074 | 6,646,591 | 490,588 | 88,366,853 |
| George N. Mattson | 620,372,237 | 709,625 | 526,391 | 88,366,853 |
| Paula Rosput Reynolds | 617,716,089 | 3,402,553 | 489,611 | 88,366,853 |
| Kenneth C. Rogers | 620,064,374 | 1,011,337 | 532,542 | 88,366,853 |
| Kenneth B. Woodrow | 620,281,599 | 793,375 | 533,279 | 88,366,853 |

2. The stockholders approved the advisory vote on executive compensation:

| For | Abstain | Broker Non-Votes |
|----------------|----------------|-------------------------|
| Against | | |

608,267,506 6,570,787 6,769,960 88,366,853

3. The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent auditors for 2014:

| For | Abstain | Broker Non-Votes |
|----------------|----------------|-------------------------|
| Against | | |

701,827,646 7,457,284 690,176 Not Applicable

4. The stockholders approved the increase in the maximum number of directors:

| For | Abstain | Broker Non-Votes |
|----------------|----------------|-------------------------|
| Against | | |

600,738,967 20,303,173 566,113 88,366,853

5. The stockholders did not approve the adoption of a stockholder proposal regarding an executive stock retention requirement:

| For | Abstain | Broker Non-Votes |
|----------------|----------------|-------------------------|
| Against | | |

140,526,690 468,194,607 12,886,956 88,366,853

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 3.1 Amendment to Amended and Restated Certificate of Incorporation of Delta Air Lines, Inc.

Exhibit 3.2 Delta Air Lines, Inc. Bylaws, as amended through June 27, 2014

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.

DELTA AIR LINES, INC.

By: /s/ Richard B. Hirst

Richard B. Hirst

Executive Vice President and

Date: June 27, 2014

Chief Legal Officer

EXHIBIT INDEX

Exhibit Number Description

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