

BRISTOL MYERS SQUIBB CO  
Form 8-K  
May 08, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 5, 2015**

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**BRISTOL-MYERS SQUIBB COMPANY**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**1-1136**  
(Commission File  
Number)

**22-0790350**  
(IRS Employer  
Identification  
Number)

**345 Park Avenue**  
**New York, NY 10154**

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(Address of Principal Executive Office)

Registrant's telephone number, including area code: **(212) 546-4000**

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

(a) The Annual Meeting of the Company was held on May 5, 2015.

(b) Stockholders voted on the matters set forth below.

**Item 1.** The stockholders elected each of the Company's 11 nominees to serve as directors of the Company until the 2016 Annual Meeting based upon the following votes:

|                            | <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|----------------------------|---------------|----------------|----------------|----------------------------|
| Lamberto Andreotti         | 1,183,408,596 | 14,031,996     | 5,258,859      | 264,171,045                |
| Giovanni Caforio, M.D.     | 1,185,168,571 | 12,257,208     | 5,273,672      | 264,171,045                |
| Lewis B. Campbell          | 1,134,269,969 | 62,353,065     | 6,076,417      | 264,171,045                |
| Laurie H. Glimcher, M.D.   | 1,153,022,959 | 44,043,262     | 5,633,230      | 264,171,045                |
| Michael Grobstein          | 1,132,657,825 | 63,811,860     | 6,229,766      | 264,171,045                |
| Alan J. Lacy               | 1,166,548,184 | 30,698,725     | 5,452,542      | 264,171,045                |
| Thomas J. Lynch, Jr., M.D. | 1,186,200,778 | 11,017,863     | 5,480,810      | 264,171,045                |
| Dinesh C. Paliwal          | 1,167,185,717 | 29,729,717     | 5,784,017      | 264,171,045                |
| Vicki L. Sato, Ph.D.       | 1,136,250,748 | 60,677,534     | 5,771,169      | 264,171,045                |
| Gerald L. Storch           | 1,136,948,128 | 59,483,754     | 6,267,569      | 264,171,045                |
| Togo D. West, Jr.          | 1,139,825,008 | 56,727,655     | 6,146,788      | 264,171,045                |

**Item 2.** The management proposal on the advisory vote to approve the compensation of our named executive officers was approved based upon the following votes:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 677,656,034 | 515,169,275    | 9,874,142      | 264,171,045                |

**Item 3.** The appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for 2015 was ratified based upon the following votes:

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> |
|---------------|----------------|----------------|
| 1,412,919,716 | 47,005,556     | 6,945,224      |

**Item 4.** The management proposal to amend the Company's Amended and Restated Certificate of Incorporation to designate the Delaware Chancery Court as the exclusive forum for certain legal actions was rejected based upon the following votes:

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| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 813,051,694 | 381,625,346    | 8,022,411      | 264,171,045                |

A majority of the outstanding shares was needed for this proposal to be approved.

Item 5. The management proposal to amend the Company's Amended and Restated Certificate of Incorporation to remove the supermajority provisions applicable to preferred stockholders was rejected based upon the following votes:

All Stockholders

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|---------------|----------------|----------------|----------------------------|
| 1,180,927,557 | 13,101,232     | 8,670,662      | 264,171,045                |

Preferred Stockholders

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|------------|----------------|----------------|----------------------------|
| 1,854      | 190            | 3              | 951                        |

A majority of the outstanding shares and two-thirds of the outstanding preferred shares were needed for this proposal to be approved.

Item 6. The stockholder proposal on shareholder action by written consent was rejected based upon the following votes:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 444,118,025 | 746,517,151    | 12,064,275     | 264,171,045                |

**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.

**BRISTOL-MYERS SQUIBB COMPANY**

Dated: May 8, 2015

By: /s/ Sandra Leung  
Name: Sandra Leung  
Title: General Counsel and Corporate Secretary