

DUPONT E I DE NEMOURS & CO
Form 8-K
May 25, 2017

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 25, 2017 (May 24, 2017)

E. I. du Pont de Nemours and Company
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-815 | 51-0014090 |
| (State or Other Jurisdiction Of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

974 Centre Road
Wilmington, Delaware 19805
(Address of principal executive offices)

Registrant's telephone number, including area code: (302) 774-1000

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

On May 24, 2017, E. I. du Pont de Nemours and Company (the “Company”) held its Annual Meeting of Stockholders. As of the close of business on March 28, 2017, the record date for the annual meeting, 866,755,737 shares of the Company’s common stock, par value \$0.30 per share, were outstanding and entitled to vote. A total of 757,122,801 shares of common stock were voted in person or by proxy, representing 87.35 percent of the shares entitled to be voted. The following are the final voting results on proposals considered and voted upon at the meeting, all of which are described in the Company's 2017 Proxy Statement.

Proposal 1 - Election of Directors. The Company’s stockholders elected the following 10 nominees to serve on the Board of Directors until the next annual meeting of stockholders and until their successors have been duly elected or appointed.

| Director | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|-------------|-----------|------------------|
| Lamberto Andreotti | 626,844,094 | 5,433,947 | 1,927,564 | 122,917,196 |
| Edward D. Breen | 616,759,673 | 14,307,769 | 3,138,163 | 122,917,196 |
| Robert A. Brown | 627,658,670 | 4,604,627 | 1,942,308 | 122,917,196 |
| Alexander M. Cutler | 511,437,225 | 120,854,218 | 1,914,162 | 122,917,196 |
| Eleuthère I. du Pont | 511,112,074 | 121,205,467 | 1,888,064 | 122,917,196 |
| James L. Gallogly | 626,795,178 | 5,482,351 | 1,928,076 | 122,917,196 |
| Marillyn A. Hewson | 511,389,351 | 120,698,638 | 2,117,616 | 122,917,196 |
| Lois D. Juliber | 508,490,143 | 123,809,239 | 1,906,223 | 122,917,196 |
| Lee M. Thomas | 511,498,994 | 120,764,700 | 1,941,911 | 122,917,196 |
| Patrick J. Ward | 627,620,797 | 4,624,461 | 1,960,347 | 122,917,196 |

Proposal 2 - Ratification of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm. The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2017.

| For | Against | Abstain |
|-------------|-----------|-----------|
| 747,022,770 | 8,433,865 | 1,666,166 |

Proposal 3 - Advisory Vote on Executive Compensation. The Company’s stockholders approved, by advisory vote, the compensation of its named executive officers.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 468,015,381 | 162,591,803 | 3,598,421 | 122,917,196 |

Proposal 4 - Advisory Vote on Frequency of Advisory Votes on Executive Compensation. The Company’s stockholders approved, by advisory vote, one year as the frequency for advisory votes on executive compensation.

| One Year | Two Years | Three Years | Abstain |
|-------------|-----------|-------------|-----------|
| 570,197,766 | 2,245,509 | 59,736,050 | 2,026,280 |

The Company will include a shareholder vote on the compensation of executives every year until the next required vote on the frequency of shareholder votes on the compensation of executives.

Proposal 5 - Stockholder Proposal on Executive Compensation Report. The Company's stockholders did not approve a stockholder proposal regarding the preparation of a report reviewing the Company's compensation packages for senior executives.

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|------------|------------------|
| 26,557,696 | 592,201,081 | 15,446,828 | 122,917,196 |

Proposal 6 - Stockholder Proposal on Accident Risk Reduction Report. The Company's stockholders did not approve a stockholder proposal regarding a report on the steps the Company has taken to reduce risk of accidents.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 167,557,781 | 427,996,068 | 38,651,756 | 122,917,196 |

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.

E. I. DU PONT DE NEMOURS AND COMPANY
(Registrant)

/s/ Jeanmarie F. Desmond
Jeanmarie F. Desmond
Vice President and Controller

May 25, 2017