

AMAZON COM INC  
Form 8-K  
May 25, 2012

**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**

**MAY 24, 2012**

**DATE OF REPORT**

**(DATE OF EARLIEST EVENT REPORTED)**

**AMAZON.COM, INC.**

**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

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**DELAWARE**  
(STATE OR OTHER JURISDICTION)

**000-22513**  
(COMMISSION)

**91-1646860**  
(IRS EMPLOYER)

OF INCORPORATION)

FILE NO.)

IDENTIFICATION NO.)

**410 TERRY AVENUE NORTH, SEATTLE, WASHINGTON 98109-5210**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

**(206) 266-1000**

(REGISTRANT S TELEPHONE NUMBER, INCLUDING AREA CODE)

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**

On May 24, 2012, Amazon.com, Inc. held its Annual Meeting of Shareholders.

The following nominees were elected as directors, each to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified, by the vote set forth below:

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Jeffrey P. Bezos	354,593,500	5,703,394	179,749	37,794,019
Tom A. Alberg	358,039,996	2,330,815	105,832	37,794,019
John Seely Brown	359,470,205	750,462	255,976	37,794,019
William B. Gordon	338,869,475	21,352,520	254,648	37,794,019
Jamie S. Gorelick	359,067,403	1,298,868	110,372	37,794,019
Blake G. Krikorian	359,605,563	751,907	119,173	37,794,019
Alain Monié	359,462,002	753,935	260,706	37,794,019
Jonathan J. Rubinstein	339,146,134	21,072,506	258,003	37,794,019
Thomas O. Ryder	341,345,072	18,882,294	249,277	37,794,019
Patricia Q. Stonesifer	358,071,565	2,307,537	97,541	37,794,019

The appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending December 31, 2012 was ratified by the vote set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
395,418,937	2,675,548	176,177	0

The material terms of the performance goals, as amended, pursuant to Section 162(m) of the Internal Revenue Code in our 1997 Stock Incentive Plan were approved by the vote set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
271,213,016	89,111,433	150,843	37,795,370

A shareholder proposal regarding an assessment and report on climate change was not approved, as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
66,506,019	247,360,516	46,602,501	37,801,626

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A shareholder proposal calling for certain disclosures regarding corporate political contributions was not approved, as set forth below:

			<b>Broker</b>
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
79,295,320	237,042,304	44,137,462	37,795,576

**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.

**AMAZON.COM, INC. (REGISTRANT)**

By: /s/ L. MICHELLE WILSON  
L. Michelle Wilson  
Senior Vice President

Dated: May 25, 2012