

CHEVRON CORP
Form 8-K
June 05, 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 31, 2017

Chevron Corporation
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------------|---|
| Delaware | 001-00368 | 94-0890210 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 6001 Bollinger Canyon Road, San Ramon, CA | 94583 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (925) 842-1000

N/A
(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 obligations 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company "

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

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

(a) The 2017 Annual Meeting of Stockholders of Chevron Corporation (“Chevron”) was held on Wednesday, May 31, 2017.

Chevron stockholders voted on the matters set forth below, with final voting results indicated. For the election of Directors in an uncontested election, each nominee who received a majority of votes cast (i.e., the number of shares voted for exceeded the number of shares voted against, excluding abstentions) was elected a Director. Except for (b) Item 4 (advisory vote on the frequency of future advisory votes on named executive officer compensation), all other items were approved if the number of shares voted for exceeded the number of shares voted against, excluding abstentions.

All nominees for election to the Chevron Board of Directors (1) (“Board”) were elected, each for a one-year term, based upon the following votes:

| Nominee | Notes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|---------------------|---------------|-------------|------------------|
| W. M. Austin | 1,303,368,948 99.0% | 13,195,051 | 5,492,645 | 331,972,209 |
| L. F. Deily | 1,288,333,894 98.4% | 21,609,302 | 12,113,448 | 331,972,209 |
| R. E. Denham | 1,264,964,551 96.6% | 44,254,419 | 12,837,674 | 331,972,209 |
| A. P. Gast | 1,297,382,647 99.0% | 12,734,697 | 11,939,300 | 331,972,209 |
| E. Hernandez Jr. | 1,259,225,284 96.1% | 50,600,349 | 12,231,011 | 331,972,209 |
| J. M. Huntsman Jr. | 1,287,784,974 98.3% | 22,567,071 | 11,704,599 | 331,972,209 |
| C. W. Moorman IV | 1,297,101,302 99.0% | 12,731,351 | 12,223,991 | 331,972,209 |
| D. F. Moyo | 1,277,529,736 97.5% | 32,338,557 | 12,188,351 | 331,972,209 |
| R. D. Sugar | 1,269,403,584 97.0% | 39,996,311 | 12,656,749 | 331,972,209 |
| I. G. Thulin | 1,290,766,208 98.5% | 19,242,090 | 12,048,346 | 331,972,209 |
| J. S. Watson | 1,250,538,949 95.5% | 58,318,724 | 13,198,971 | 331,972,209 |
| | 1,277,763,182 97.5% | 32,738,968 | 11,554,494 | 331,972,209 |

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K.
Wirth

The Board's proposal to ratify the appointment of PricewaterhouseCoopers LLP as Chevron's (2) independent registered public accounting firm for 2017 was approved based upon the following votes:

| | | |
|---------------|---------------|-------|
| Votes For | 1,615,528,447 | 98.0% |
| Votes Against | 32,688,861 | 2.0% |
| Abstentions | 5,811,545 | |

Brokers were permitted to cast stockholder non-votes (i.e., uninstructed shares) at their discretion on this proposal item, and such non-votes are reflected in the votes for or against or abstentions.

The Board's proposal for stockholders to approve, on an advisory basis, the compensation of (3) Chevron's named executive officers was approved based upon the following votes:

| | | |
|---------------|---------------|-------|
| Votes For | 1,224,477,991 | 93.8% |
| Votes Against | 81,320,474 | 6.2% |
| Abstentions | 16,258,179 | |

Broker Non-Votes 331,972,209

The Board's proposal for stockholders to vote, on an advisory basis, as to the frequency of future (4) advisory votes on Chevron's named executive officer compensation received the following votes:

| | |
|-----------|---------------------|
| Votes | |
| For | 1,157,974,727 88.5% |
| 1 | |
| Year | |
| Votes | |
| For | 8,184,812 0.6% |
| 2 | |
| Years | |
| Votes | |
| For | 142,837,830 10.9% |
| 3 | |
| Years | |
| Absent | 6,050,275 |
| Broker | 331,972,209 |
| Non-Votes | |

The stockholder proposal regarding a report on (5) lobbying was not approved based upon the following votes:

| | |
|-----------|-------------------|
| Votes | |
| For | 378,270,506 29.1% |
| Votes | |
| Against | 920,148,028 70.9% |
| Absent | 6,050,275 |
| Broker | 331,972,209 |
| Non-Votes | |

(6) The stockholder proposal regarding a report on business with conflict-complicit governments was not approved based upon

the following votes:

Votes
For 72,034,693 5.7%

Votes
Against 1,184,804,405 94.3%

Abstentions 6,217,546

Broker
Non-Votes 331,972,209

The stockholder
(7) proposal was
withdrawn.

The stockholder
proposal regarding
a report on
(8) transition to a low
carbon economy
was not approved
based upon the
following votes:

Votes
For 334,944,962 26.0%

Votes
Against 953,851,171 74.0%

Abstentions 36,260,511

Broker
Non-Votes 331,972,209

The stockholder
proposal regarding
an independent
(9) chairman was not
approved based
upon the following
votes:

Votes
For 479,386,793 38.7%

Votes
Against 758,188,211 61.3%

Abstentions 8,481,640

Broker
Non-Votes 331,972,209

The stockholder
proposal regarding an
independent director
(10) with environmental
expertise was not
approved based upon
the following votes:

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Votes
For 252,689,485 19.6%

Votes
Against 1,035,361,585 80.4%

Abstentions 34,005,574

Broker
Non-Votes 331,972,209

(11) The stockholder proposal regarding special meetings was not approved based upon the following votes:

Votes For 415,762,930 31.9%

Votes Against 887,242,833 68.1%

Abstentions 105,881

Broker Non-Votes 331,972,209

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.

CHEVRON
CORPORATION

Dated: June 5, 2017 By: /s/ Christine L. Cavallo
Christine L. Cavallo,
Assistant Secretary