

CHICAGO BRIDGE & IRON CO N V

Form 8-K

May 05, 2016

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 4, 2016

CHICAGO BRIDGE & IRON COMPANY N.V.

(Exact name of registrant as specified in its charter)

The Netherlands

(State or other jurisdiction of incorporation)

1-12815

N.A.

(Commission File Number) (IRS Employer Identification No.)

Prinses Beatrixlaan 35

2595 AK The Hague

The Netherlands

N.A.

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 31-70-373-2010

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 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 5.07 Submission of Matters to a Vote of Security Holders.

The following matters were voted upon and adopted at the 2016 Annual Meeting of Shareholders of Chicago Bridge & Iron Company N.V. (the "Company") held on May 4, 2016:

1. Election of Michael L. Underwood as a member of the Supervisory Board to serve until the Annual General Meeting of Shareholders in 2017.

| | First Nominee | Second Nominee | Abstain | Broker Non-Votes |
|---------------------------|---------------|---------------------------------------|-----------|------------------|
| (1a) Michael L. Underwood | 50,157,006 | (1b) Westley S. Stockton 3,380,961 | 1,629,210 | 30,671,157 |

2. Election of Deborah M. Fretz and James H. Miller as members of the Supervisory Board to serve until the Annual General Meeting of Shareholders in 2019.

| | First Nominee | Second Nominee | Abstain | Broker Non-Votes |
|-----------------------|---------------|---------------------------------|-----------|------------------|
| (2a) Deborah M. Fretz | 50,243,167 | (2c) Luciano Reyes 3,308,292 | 1,615,718 | 30,671,157 |

| | | | | |
|----------------------|------------|------------------------------------|-----------|------------|
| (2b) James H. Miller | 53,208,139 | (2d) Travis L. Stricker 735,514 | 1,223,524 | 30,671,157 |
|----------------------|------------|------------------------------------|-----------|------------|

3. Approval, by non-binding vote, of the compensation of the Company's named executive officers.

| | |
|------------------|------------|
| For | 46,061,498 |
| Against | 8,672,191 |
| Abstain | 433,488 |
| Broker Non-Votes | 30,671,157 |

4. Authorization of the preparation of the Company's Dutch statutory annual accounts and the annual report of its Management Board in the English language and the adoption of the Company's Dutch statutory annual accounts for the year ended December 31, 2015.

| | |
|------------------|------------|
| For | 82,891,101 |
| Against | 647,147 |
| Abstain | 2,300,086 |
| Broker Non-Votes | — |

5. Approval of the final distribution to shareholders for the year ended December 31, 2015, in an amount of \$0.28 per share, which has previously been paid out to shareholders in the form of interim distributions.

| | |
|---------|------------|
| For | 83,381,760 |
| Against | 551,750 |
| Abstain | 1,904,824 |

Broker Non-Votes —

6. Discharge of the sole member
of the Company's Management
Board from liability in respect
of the exercise of its duties
during the year ended
December 31, 2015.

| | |
|---------|------------|
| For | 51,970,583 |
| Against | 2,819,513 |
| Abstain | 377,081 |

Broker Non-Votes 30,671,157

7. Discharge of the members of the Company's Supervisory Board from liability in respect of the exercise of their duties during the year ended December 31, 2015.

| | |
|------------------|------------|
| For | 51,976,111 |
| Against | 2,825,352 |
| Abstain | 365,714 |
| Broker Non-Votes | 30,671,157 |

8. Appointment of Ernst & Young LLP as the Company's independent registered public accounting firm, who will audit the Company's accounts for the year ending December 31, 2016.

| | |
|------------------|------------|
| For | 83,928,432 |
| Against | 1,667,706 |
| Abstain | 242,196 |
| Broker Non-Votes | — |

9. Extension of the authority of the Company's Management Board, acting with the approval of the Supervisory Board, to repurchase up to 10% of the Company's issued share capital until November 4, 2017 on the open market, through privately negotiated

self tender offers for a price per share not less than the nominal value of a share and not higher than 110% of the most recently available (as of the time of repurchase) price of a share on any securities exchange where our shares are traded.

| | |
|------------------|------------|
| For | 82,506,389 |
| Against | 1,035,324 |
| Abstain | 2,296,621 |
| Broker Non-Votes | — |

10. Approval of the extension of the authority of the Company's Supervisory Board to issue shares and/or grant rights to acquire the Company's shares

(including options to subscribe for shares), never to exceed the number of authorized but unissued shares, and to limit or exclude the preemptive rights of shareholders with respect to the issuance of shares and/or the grant of the right to acquire shares, until May 4, 2021.

| | |
|------------------|------------|
| For | 49,876,896 |
| Against | 33,674,806 |
| Abstain | 2,286,632 |
| Broker Non-Votes | — |

11. Approval of an amendment to the Chicago Bridge & Iron 2008 Long-Term Incentive Plan.

| | |
|------------------|------------|
| For | 37,361,824 |
| Against | 17,414,613 |
| Abstain | 390,740 |
| Broker Non-Votes | 30,671,157 |

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.

CHICAGO BRIDGE & IRON COMPANY
N.V.
By: Chicago Bridge & Iron Company B.V.
Its: Managing Director

Date: May 5, 2016 By: /s/ Michael S. Taff
Michael S. Taff
Managing Director
(Principal Financial Officer)