

OWENS ILLINOIS INC /DE/
Form 8-K
May 26, 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**

May 26, 2016

Date of Report (Date of earliest event reported)

OWENS-ILLINOIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9576
(Commission
File Number)

22-2781933
(IRS Employer
Identification No.)

One Michael Owens Way
Perrysburg, Ohio
(Address of principal executive offices)

43551-2999
(Zip Code)

(567) 336-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box 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.

The Annual Meeting of the share owners of Owens-Illinois, Inc. (the Company) was convened and immediately adjourned to allow share owners sufficient time to review the amended annual report on Form 10-K for the year ended December 31, 2015. The adjourned Annual Meeting was reconvened on May 26, 2016. The following proposals were submitted to a vote by the share owners:

Proposal 1 Election of Directors:

Each of the nominees for a one-year term on the Company's Board of Directors was elected by vote of the share owners as follows:

| Name | For | Aggregate Vote | | Broker Non-Votes |
|-----------------------|-------------|----------------|------------|------------------|
| | | | Withheld | |
| Gary F. Colter | 113,191,151 | | 18,457,612 | 8,480,096 |
| Joseph J. DeAngelo | 130,064,499 | | 1,584,264 | 8,480,096 |
| Gordon J. Hardie | 128,964,069 | | 2,684,694 | 8,480,096 |
| Peter S. Hellman | 110,847,177 | | 20,801,586 | 8,480,096 |
| Anastasia D. Kelly | 118,402,463 | | 13,246,300 | 8,480,096 |
| Andres A. Lopez | 130,513,771 | | 1,134,992 | 8,480,096 |
| John J. McMackin, Jr. | 113,897,677 | | 17,751,086 | 8,480,096 |
| Alan J. Murray | 128,891,996 | | 2,756,767 | 8,480,096 |
| Hari N. Nair | 120,978,313 | | 10,670,450 | 8,480,096 |
| Hugh H. Roberts | 114,044,327 | | 17,604,436 | 8,480,096 |
| Carol A. Williams | 124,557,775 | | 7,090,988 | 8,480,096 |
| Dennis K. Williams | 113,107,896 | | 18,540,867 | 8,480,096 |

Proposal 2 Ratification of Selection of Independent Registered Public Accounting Firm:

The selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2016 was ratified by vote of the share owners as follows:

| For | Against | Aggregate Vote | | Broker Non-Votes |
|-------------|-----------|----------------|-------------|------------------|
| | | | Abstentions | |
| 135,444,995 | 3,235,790 | | 1,448,074 | 0 |

Proposal 3 Advisory Vote to Approve Named Executive Officer Compensation:

The compensation for the Company's named executive officers was approved by advisory (non-binding) vote of the share owners as follows:

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| For | Against | Aggregate Vote | Abstentions | Broker Non-Votes |
|-------------|----------------|-----------------------|--------------------|-------------------------|
| 111,961,015 | 18,292,032 | | 1,395,716 | 8,480,096 |

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.

OWENS-ILLINOIS, INC.

Date: May 26, 2016

| | |
|--------|---|
| By: | /s/ Jan A. Bertsch |
| Name: | Jan A. Bertsch |
| Title: | Senior Vice President and Chief Financial Officer |