

CENTURYLINK, INC  
Form 8-K  
May 28, 2013

**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 22, 2013**

**CenturyLink, Inc.**

**(Exact name of registrant as specified in its charter)**

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**Louisiana**  
(State or other jurisdiction  
of incorporation)

**1-7784**  
(Commission  
File Number)

**72-0651161**  
(IRS Employer  
Identification No.)

**100 CenturyLink Drive**  
  
**Monroe, Louisiana**  
(Address of principal executive offices)

**(318) 388-9000**

**71203**  
(Zip Code)

(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 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))

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

At our 2013 annual meeting of shareholders (the Annual Meeting ) held on May 22, 2013, shareholders present in person or represented by proxy voted on the matters described below. There were 614,610,015 shares entitled to be voted at the Annual Meeting, of which 541,066,872 shares were present or represented for purposes of constituting a quorum. At the Annual Meeting, the Company's shareholders (1) elected the eight persons listed below to serve as our directors for one-year terms, (2) ratified the appointment of KPMG LLP as our independent registered public accounting firm for 2013, (3) approved, on an advisory basis, the compensation of our named executive officers, (4) did not approve a shareholder proposal regarding equity retention, (5) did not approve a shareholder proposal regarding bonus deferrals, (6) approved a shareholder proposal regarding proxy access and (7) did not approve a shareholder proposal regarding confidential voting. You can find additional information about each of these matters in our Proxy Statement dated April 9, 2013.

Our independent judge of election reported the vote of shareholders as follows:

1. Elect eight directors to serve until 2013

| Nominees            | For         | Withheld  | Broker Non-Votes |
|---------------------|-------------|-----------|------------------|
| W. Bruce Hanks      | 389,713,260 | 9,749,048 | 141,604,564      |
| C. G. Melville, Jr. | 391,485,728 | 7,976,580 | 141,604,564      |
| Fred R. Nichols     | 393,819,584 | 5,642,724 | 141,604,564      |
| William A. Owens    | 392,087,936 | 7,374,372 | 141,604,564      |
| Harvey P. Perry     | 392,513,449 | 6,948,859 | 141,604,564      |
| Glen F. Post, III   | 393,300,712 | 6,161,596 | 141,604,564      |
| Laurie A. Siegel    | 394,268,887 | 5,193,421 | 141,604,564      |
| Joseph R. Zimmel    | 392,070,224 | 7,392,084 | 141,604,564      |

The other directors whose terms continued after the meeting are: Virginia Boulet; Peter C. Brown; Richard A. Gephardt; Gregory J. McCray; and Michael J. Roberts.

2. Ratify the appointment of KPMG LLP as our independent auditor for 2013

|                  |             |
|------------------|-------------|
| For              | 506,960,032 |
| Against          | 32,203,989  |
| Abstain          | 1,902,851   |
| Broker non-votes | N/A         |

3. Approve, on a non-binding and advisory basis, the overall compensation of our named executive officers

|                  |             |
|------------------|-------------|
| For              | 378,831,676 |
| Against          | 17,619,290  |
| Abstain          | 3,010,340   |
| Broker non-votes | 141,605,566 |

- 4(a). Shareholder proposal regarding equity retention

|                  |             |
|------------------|-------------|
| For              | 106,299,970 |
| Against          | 288,456,948 |
| Abstain          | 4,704,275   |
| Broker non-votes | 141,605,679 |

4(b). Shareholder proposal regarding bonus deferrals

|                  |             |
|------------------|-------------|
| For              | 99,593,083  |
| Against          | 293,898,839 |
| Abstain          | 5,970,386   |
| Broker non-votes | 141,604,564 |

4(c). Shareholder proposal regarding proxy access

|                  |             |
|------------------|-------------|
| For              | 280,475,528 |
| Against          | 111,586,345 |
| Abstain          | 7,400,322   |
| Broker non-votes | 141,604,677 |

4(d). Shareholder proposal regarding confidential voting

|                  |             |
|------------------|-------------|
| For              | 165,820,767 |
| Against          | 226,706,163 |
| Abstain          | 6,935,265   |
| Broker non-votes | 141,604,677 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this current report to be signed on its behalf by the undersigned hereunto duly authorized.

**CenturyLink, Inc.**

By: /s/ Stacey W. Goff  
Stacey W. Goff  
Executive Vice President, General Counsel

and Secretary

Dated: May 28, 2013