

DOVER Corp  
Form 8-K  
May 09, 2018

**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, 2018**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other Jurisdiction**  
**of Incorporation)**

**1-4018**  
**(Commission File Number)**

**53-0257888**  
**(I.R.S. Employer**

**Identification No.)**

**3005 Highland Parkway**  
**Downers Grove, Illinois 60515**

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(Address of Principal Executive Offices)

(630) 541-1540

(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 (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))  
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**

Dover Corporation (the Company) held its Annual Meeting of Shareholders on May 4, 2018, at which meeting the shareholders:

- (1) elected ten directors,
- (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018, and
- (3) approved, on an advisory basis, named executive officer compensation.

The shareholders also voted on proposals to amend Articles 15 and 16 of the Company's Restated Certificate of Incorporation to eliminate the super-majority voting requirements therein. Those proposals did not pass, as passage required the affirmative vote of at least 80% of the outstanding shares of common stock. The proposals to amend Articles 15 and 16 received the affirmative vote of 79.94% and 79.95% of the outstanding shares of common stock, respectively.

The breakdown of the shareholder votes on these matters is listed below:

1. To elect ten directors:

| <b>Director</b>      | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|----------------------|-------------|----------------|----------------|------------------------|
| Peter T. Francis     | 123,311,574 | 2,116,615      | 282,273        | 11,491,293             |
| Kristiane C. Graham  | 123,197,731 | 2,240,176      | 272,555        | 11,491,293             |
| Michael F. Johnston  | 124,004,086 | 1,431,861      | 274,515        | 11,491,293             |
| Richard K. Lochridge | 122,484,409 | 2,926,473      | 299,580        | 11,491,293             |
| Eric A. Spiegel      | 124,756,414 | 669,505        | 284,543        | 11,491,293             |
| Richard J. Tobin     | 123,978,005 | 1,473,763      | 258,694        | 11,491,293             |
| Stephen M. Todd      | 124,745,329 | 691,535        | 273,598        | 11,491,293             |
| Stephen K. Wagner    | 123,981,108 | 1,457,945      | 271,409        | 11,491,293             |
| Keith E. Wandell     | 123,941,039 | 1,504,759      | 264,664        | 11,491,293             |
| Mary A. Winston      | 123,242,995 | 2,177,093      | 290,374        | 11,491,293             |

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 134,718,221 | 2,320,881      | 162,653        | 0                      |

3. To approve, on an advisory basis, named executive officer compensation:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 120,767,817 | 3,958,766      | 983,879        | 11,491,293             |

4. To approve amendments to Article 15 of the Company's Restated Certificate of Incorporation to eliminate the super-majority voting requirement:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 123,580,869 | 1,325,969      | 803,624        | 11,491,293             |

5. To approve amendments to Article 16 of the Company's Restated Certificate of Incorporation to eliminate the super-majority voting requirement:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 123,597,237 | 1,313,817      | 799,408        | 11,491,293             |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 8, 2018

**DOVER CORPORATION**  
(Registrant)

By: /s/ Ivonne M. Cabrera  
Ivonne M. Cabrera  
Senior Vice President, General Counsel & Secretary