

FISERV INC
Form 8-K
May 24, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 23, 2018

Fiserv, Inc.
(Exact Name of Registrant as Specified in Charter)

Wisconsin 0-14948 39-1506125
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)
255 Fiserv Drive, Brookfield, Wisconsin 53045
(Address of Principal Executive Offices, Including Zip Code)
(262) 879-5000
(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:

- ..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.

Fiserv, Inc. (the “Company”) held its annual meeting of shareholders on May 23, 2018. At that meeting, the Company’s shareholders voted on five matters as follows:

Election of Directors

The Company’s shareholders elected ten directors to serve until the annual meeting of shareholders in 2019 and until each of their successors is elected and qualified by the following votes:

| | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|-------------|----------------|------------------|
| Alison Davis | 334,268,075 | 718,702 | 42,398,526 |
| Harry F. DiSimone | 332,844,812 | 2,141,965 | 42,398,526 |
| John Y. Kim | 334,176,613 | 810,164 | 42,398,526 |
| Dennis F. Lynch | 329,579,361 | 5,407,416 | 42,398,526 |
| Denis J. O’Leary | 329,607,664 | 5,379,113 | 42,398,526 |
| Glenn M. Renwick | 332,754,340 | 2,232,437 | 42,398,526 |
| Kim M. Robak | 327,770,247 | 7,216,530 | 42,398,526 |
| JD Sherman | 334,215,149 | 771,628 | 42,398,526 |
| Doyle R. Simons | 327,094,463 | 7,892,314 | 42,398,526 |
| Jeffery W. Yabuki | 333,437,301 | 1,549,476 | 42,398,526 |

Approval of Performance Goals

The Company’s shareholders approved the material terms of the performance goals under the Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan by the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 322,686,658 | 11,734,896 | 565,223 | 42,398,526 |

Advisory Vote to Approve Named Executive Officer Compensation

The Company’s shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in its 2018 proxy statement by the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 314,201,155 | 20,031,022 | 754,600 | 42,398,526 |

Ratification of Independent Registered Public Accounting Firm

The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 by the following votes:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 371,343,899 | 5,613,218 | 428,186 |

Shareholder Proposal Relating to Executive Pay Confidential Voting

The Company's shareholders rejected a shareholder proposal requesting the board of directors to adopt a by-law to provide for executive pay confidential voting by the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 9,650,557 | 323,882,838 | 1,453,382 | 42,398,526 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The exhibit set forth in the following Exhibit Index is being filed herewith:

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 10.1 | <u>Non-Employee Director Compensation Schedule</u> |

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.

FISERV, INC.

Date: May 24, 2018 By: /s/ Robert W. Hau
Robert W. Hau
Chief Financial Officer and Treasurer