

CABOT CORP
Form 8-K
March 11, 2019

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): March 7, 2019

CABOT CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

1-5667
(Commission File Number)

04-2271897
(IRS Employer Identification No.)

**TWO SEAPORT LANE, SUITE 1300, BOSTON,
MASSACHUSETTS**
(Address of Principal Executive Offices)

02210-2019
(Zip Code)

(617) 345-0100

(Registrant's Telephone Number, Including Area Code)

(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))

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

On March 7, 2019, the Company held its annual meeting of stockholders pursuant to notice duly given. The Company's stockholders voted on the following three proposals and cast their votes as set forth below.

1. All of the Board's nominees for director were elected to the class of directors whose term expires in 2022 by the votes set forth in the table below:

| | For | Against | Abstain | Broker Non-Votes |
|------------------------|------------|-----------|---------|------------------|
| Michael M. Morrow | 48,542,540 | 1,348,637 | 59,275 | 3,076,261 |
| Sue H. Rataj | 49,246,832 | 657,272 | 46,348 | 3,076,261 |
| Frank A. Wilson | 49,533,120 | 355,167 | 62,165 | 3,076,261 |
| Matthias L. Wolfgruber | 48,480,555 | 1,408,944 | 60,953 | 3,076,261 |

In addition to the directors elected at the meeting to the class of directors whose terms expire in 2022, the terms of office of the following directors continued after the meeting: Cynthia A. Arnold, Juan Enriquez, Sean D. Keohane, William C. Kirby, John F. O'Brien, Patrick M. Prevost and Mark S. Wrighton.

2. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers by the votes set forth in the table below:

| | |
|-------------------|------------|
| For: | 46,879,305 |
| Against: | 3,014,949 |
| Abstain: | 56,198 |
| Broker Non-Votes: | 3,076,261 |

3. The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2019 by the votes set forth in the table below:

| | |
|----------|------------|
| For: | 51,569,024 |
| Against: | 1,398,448 |
| Abstain: | 59,241 |

The proposal to ratify the appointment of Deloitte & Touche LLP was a routine matter and, therefore, there were no broker non-votes relating to that matter.

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.

CABOT CORPORATION

By: /s/ Brian A. Berube
Name: Brian A. Berube
Title: Senior Vice President and General
Counsel

Date: March 11, 2019