

CATERPILLAR INC  
Form 8-K  
June 18, 2012

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): June 18, 2012

CATERPILLAR INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-768  
(Commission File Number) 37-0602744  
(IRS Employer Identification No.)

100 NE Adams Street, Peoria, Illinois  
(Address of principal executive offices) 61629  
(Zip Code)

Registrant's telephone number, including area code: (309) 675-1000

Former name or former address, if changed since last report: N/A

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 230.425)

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In addition to the amendments to the Company's Restated Articles of Incorporation and Bylaws described in the Proxy Statement and voted upon by stockholders as described in Item 5.07 below, the Board adopted amendments to the Company's Bylaws effective on June 13, 2012. These amendments (i) establish that the annual meeting of

stockholders shall occur on the second Wednesday in June, unless otherwise designated by the Board, and (ii) set

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forth the times and dates for the regular meetings of the Board. This description of the amendments to the Bylaws is qualified in its entirety by reference to the text of the amended Bylaws, attached hereto as Exhibit 3.1.

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

(a) The 2012 annual meeting of stockholders of the Company was held on June 13, 2012.

(b) Set forth below are the voting results for each of the matters submitted to a vote of the Company's stockholders.

Proposal 1 - Election of Directors

All nominees for election to the Board named in the Proxy Statement were elected, each to a one-year term, with the following vote:

|                       | For         | Withheld   | Broker<br>Non-Votes |
|-----------------------|-------------|------------|---------------------|
| David L. Calhoun      | 428,066,122 | 11,908,319 | 113,575,156         |
| Daniel M. Dickinson   | 436,212,521 | 3,761,920  | 113,575,156         |
| Eugene V. Fife        | 435,001,483 | 4,927,958  | 113,575,156         |
| Juan Gallardo         | 432,803,648 | 7,170,793  | 113,575,156         |
| David R. Goode        | 431,132,595 | 8,841,846  | 113,575,156         |
| Jesse J. Greene, Jr.  | 436,472,010 | 3,502,431  | 113,575,156         |
| Jon M. Huntsman, Jr.  | 436,102,191 | 3,827,250  | 113,575,156         |
| Peter A. Magowan      | 430,761,427 | 9,213,014  | 113,575,156         |
| Dennis A. Muilenburg  | 436,715,493 | 3,258,948  | 113,575,156         |
| Douglas R. Oberhelman | 423,937,428 | 16,037,013 | 113,575,156         |
| William A. Osborn     | 432,495,489 | 7,478,952  | 113,575,156         |
| Charles D. Powell     | 423,158,573 | 16,815,868 | 113,575,156         |
| Edward B. Rust, Jr.   | 434,432,056 | 5,542,385  | 113,575,156         |
| Susan C. Schwab       | 435,760,999 | 4,213,442  | 113,575,156         |
| Joshua I. Smith       | 426,643,125 | 13,331,316 | 113,575,156         |
| Miles D. White        | 428,175,562 | 11,798,879 | 113,575,156         |

Proposal 2 - Company Proposal - Ratification of the Company's Independent Registered Public Accounting Firm  
 This Company proposal requesting ratification of the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm was approved with the following vote:

| For         | Against   | Abstain   |
|-------------|-----------|-----------|
| 544,260,042 | 7,961,819 | 1,327,736 |

Proposal 3 - Company Proposal - Advisory Vote on Executive Compensation

This Company proposal requesting that stockholders approve executive compensation, on an advisory basis, was approved with the following vote:

| For         | Against    | Abstain   | Broker<br>Non-Votes |
|-------------|------------|-----------|---------------------|
| 424,313,509 | 12,857,463 | 2,804,469 | 113,575,156         |

Proposal 4 - Company Proposal - Amend Restated Certificate of Incorporation and Bylaws to Provide Stockholders the Right to Call Special Meetings

This Company proposal requesting stockholders to amend our Restated Certificate of Incorporation and Bylaws to provide stockholders owning, individually or in the aggregate, shares representing at least 25 percent of the voting power of the Company with the right to call special meetings of stockholders was approved with the following vote:

| For         | Against   | Abstain   | Broker<br>Non-Votes |
|-------------|-----------|-----------|---------------------|
| 425,466,134 | 3,248,836 | 1,259,471 | 113,575,156         |

Proposal 5 - Company Proposal - Amend Bylaw Advance Notice Provisions

This Company proposal requesting stockholders to approve amendments to the Company's Bylaws to clarify and modify certain timing, disclosure and other procedures stockholders must follow when proposing a candidate for election to the Board or other stockholder business was approved with the following vote:

| For         | Against    | Abstain   | Broker<br>Non-Votes |
|-------------|------------|-----------|---------------------|
| 396,670,715 | 41,424,159 | 1,879,567 | 113,575,156         |

Proposal 6 - Stockholder Proposal - Report on Political Contributions and Expenses

This stockholder proposal requesting that the Company provide a semi-annual report on its policies and procedures for political contributions and monetary and non-monetary contributions relating to participation in political campaigns was not approved based on the following vote:

| For        | Against     | Abstain    | Broker<br>Non-Votes |
|------------|-------------|------------|---------------------|
| 39,738,530 | 341,757,047 | 58,478,864 | 113,575,156         |

Proposal 7 - Stockholder Proposal - Director Election Majority Vote Standard

This stockholder proposal requesting that the Company adopt a majority vote standard for electing directors was not approved based on the following vote:

| For         | Against     | Abstain   | Broker<br>Non-Votes |
|-------------|-------------|-----------|---------------------|
| 176,744,806 | 260,468,345 | 2,761,290 | 113,575,156         |

Proposal 8 - Stockholder Proposal - Review of Global Corporate Standards

This stockholder proposal requesting that the Company review and amend its policies related to human rights and to extend such policies to its franchisees, licensees and agents that market, distribute or sell its products was not approved based on the following vote:

| For        | Against     | Abstain    | Broker<br>Non-Votes |
|------------|-------------|------------|---------------------|
| 92,850,824 | 272,685,108 | 74,438,509 | 113,575,156         |

Proposal 9 - Stockholder Proposal - Stockholder Action by Written Consent

A stockholder proposal requesting that the Company permit shareholder action by written consent was not approved based on the following vote:

| For         | Against     | Abstain   | Broker<br>Non-Votes |
|-------------|-------------|-----------|---------------------|
| 172,504,548 | 263,156,996 | 4,312,897 | 113,575,156         |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

- 3.1 Bylaws of Caterpillar Inc., as amended marked to show changes.

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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 thereunto duly authorized.

CATERPILLAR INC.

6/18/2012

By: /s/James B. Buda  
James B. Buda  
Senior Vice President and Chief Legal Officer

EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Bylaws of Caterpillar Inc., as amended marked to show changes. |