

CATERPILLAR INC
Form 8-K
June 12, 2015

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 10, 2015

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 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.

(a) The Company's 2015 annual meeting of stockholders was held on June 10, 2015.

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

Proposal 1 – Company Proposal - Election of Directors

All nominees for election to the Company's board of directors (the "Board") named in the Proxy Statement were elected, each to a one-year term, with the following vote:

| | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|-------------|-----------|---------------------|
| David L. Calhoun | 395,559,051 | 8,698,900 | 1,804,356 | 116,911,184 |
| Daniel M. Dickinson | 397,533,008 | 6,675,025 | 1,854,274 | 116,911,184 |
| Juan Gallardo | 276,578,184 | 127,619,457 | 1,864,666 | 116,911,184 |
| Jesse J. Greene, Jr. | 396,306,404 | 7,964,626 | 1,791,277 | 116,911,184 |
| Jon M. Huntsman, Jr. | 398,562,438 | 5,699,993 | 1,799,876 | 116,911,184 |
| Dennis A. Muilenburg | 398,119,661 | 6,067,068 | 1,875,578 | 116,911,184 |
| Douglas R. Oberhelman | 391,497,098 | 11,259,207 | 3,306,002 | 116,911,184 |
| William A. Osborn | 394,760,885 | 9,401,611 | 1,899,811 | 116,911,184 |
| Debra L. Reed | 395,520,230 | 8,688,038 | 1,854,039 | 116,911,184 |
| Edward B. Rust, Jr. | 396,912,082 | 7,317,955 | 1,832,270 | 116,911,184 |
| Susan C. Schwab | 398,630,954 | 5,638,466 | 1,792,887 | 116,911,184 |
| Miles D. White | 394,244,926 | 10,007,001 | 1,810,380 | 116,911,184 |

Proposal 2 - Company Proposal - Ratification of the Company's Independent Registered Public Accounting Firm

The proposal requesting ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015 was approved with the following vote:

| For | Against | Abstain |
|-------------|------------|-----------|
| 509,752,436 | 11,223,642 | 1,997,413 |

Proposal 3 - Company Proposal - Advisory Vote on Executive Compensation

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|---------------------|
| 264,578,376 | 138,288,112 | 3,195,819 | 116,911,184 |

Proposal 4 – Stockholder Proposal – Independent Board Chairman

The proposal requesting that the Company adopt as policy that the Chairman of the Board be an independent member of the Board was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|---------------------|
| 125,552,511 | 277,926,017 | 2,583,779 | 116,911,184 |

Proposal 5 - Stockholder Proposal – Stockholder Right to Act by Written Consent

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

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|---------------------|
| 127,614,386 | 274,757,459 | 3,690,462 | 116,911,184 |

Proposal 6 - Stockholder Proposal – Review of Global Corporate Standards

The proposal requesting that the Company review and amend its policies related to human rights and 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 Non-Votes |
|------------|-------------|------------|---------------------|
| 20,696,854 | 322,292,007 | 63,073,446 | 116,911,184 |

Proposal 7 - Stockholder Proposal – Review of Human Rights Policy

The proposal requesting that the Company review its policies on human rights and assess areas where additional policies may need to be implemented was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|------------|---------------------|
| 70,331,649 | 266,992,102 | 68,738,556 | 116,911,184 |

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.

CATERPILLAR INC.

June 12, 2015

By: /s/James B. Buda
James B. Buda
Executive Vice President, Law and Public Policy