

INTERNATIONAL BUSINESS MACHINES CORP
Form 8-K
May 02, 2014

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: April 29, 2014

(Date of earliest event reported)

INTERNATIONAL BUSINESS MACHINES CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State of Incorporation)

1-2360
(Commission File Number)

13-0871985
(IRS employer Identification No.)

ARMONK, NEW YORK
(Address of principal executive offices)

10504
(Zip Code)

914-499-1900

(Registrant's telephone number)

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:

Edgar Filing: INTERNATIONAL BUSINESS MACHINES CORP - Form 8-K

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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.

International Business Machines Corporation (IBM) held its Annual Meeting of Stockholders on April 29, 2014. Below are the final voting results. For more information on the following proposals, see the company's proxy statement dated March 10, 2014, the relevant portions of which are incorporated herein by reference.

- The stockholders elected each of the thirteen nominees to the Board of Directors for a one-year term by a majority of the votes cast:

| DIRECTOR | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|---------------------|-------------|----------------|----------------|-----------------------------|
| A.J.P. Belda | 579,718,315 | 51,529,223 | 6,475,837 | 170,606,075 |
| W.R. Brody | 620,431,816 | 11,548,010 | 5,742,469 | 170,606,075 |
| K.I. Chenault | 610,869,216 | 21,024,407 | 5,827,402 | 170,606,075 |
| M.L. Eskew | 577,603,901 | 54,258,258 | 5,848,572 | 170,606,075 |
| D.N. Farr | 622,481,557 | 9,221,559 | 6,020,260 | 170,606,075 |
| S.A. Jackson | 565,755,498 | 65,874,845 | 6,090,438 | 170,606,075 |
| A.N. Liveris | 584,704,670 | 46,986,694 | 6,028,620 | 170,606,075 |
| W.J. Mc Nerney, Jr. | 610,070,269 | 21,892,910 | 5,754,919 | 170,606,075 |
| J.W. Owens | 622,284,320 | 9,328,113 | 6,109,123 | 170,606,075 |
| V.M. Rometty | 603,071,876 | 27,210,783 | 7,439,440 | 170,606,075 |
| J.E. Spero | 621,218,876 | 10,716,198 | 5,787,410 | 170,606,075 |
| S. Taurel | 619,175,925 | 12,711,960 | 5,834,417 | 170,606,075 |
| L.H. Zambrano | 587,559,502 | 44,218,579 | 5,944,563 | 170,606,075 |

- The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for the company:

| | | |
|---------|-------------|--|
| For | 788,898,292 | |
| Abstain | 5,230,844 | |

- Advisory Vote on Executive Compensation:

| | | |
|------------------|-------------|--------|
| For | 598,763,059 | 95.39% |
| Against | 28,908,953 | 4.61% |
| Abstain | 10,042,521 | |
| Broker Non-Votes | 170,606,075 | |

- The stockholders approved the Long-Term Incentive Performance Terms for Certain Executives pursuant to Section 162(m) of the Internal Revenue Code:

Edgar Filing: INTERNATIONAL BUSINESS MACHINES CORP - Form 8-K

| | | |
|------------------|-------------|--------|
| For | 589,676,556 | 93.81% |
| Against | 38,897,226 | 6.19% |
| Abstain | 9,143,115 | |
| Broker Non-Votes | 170,606,075 | |

- The stockholders approved the IBM 2014 Employees Stock Purchase Plan:

| | | |
|------------------|-------------|--------|
| For | 617,385,922 | 97.62% |
| Against | 15,040,252 | 2.38% |
| Abstain | 5,292,303 | |
| Broker Non-Votes | 170,606,075 | |

- Stockholder Proposal for Disclosure of Lobbying Policies and Practices:

| | | |
|------------------|-------------|--------|
| For | 147,179,883 | 24.22% |
| Against | 460,579,111 | 75.78% |
| Abstain | 29,947,317 | |
| Broker Non-Votes | 170,606,075 | |

- Stockholder Proposal on the Right to Act by Written Consent:

| | | |
|------------------|-------------|--------|
| For | 195,865,611 | 31.22% |
| Against | 431,413,137 | 68.78% |
| Abstain | 10,424,193 | |
| Broker Non-Votes | 170,606,075 | |

- Stockholder Proposal to Limit Accelerated Executive Pay:

| | | |
|------------------|-------------|--------|
| For | 187,378,690 | 29.82% |
| Against | 440,976,335 | 70.18% |
| Abstain | 9,353,942 | |
| Broker Non-Votes | 170,606,075 | |

IBM's web site (www.ibm.com) contains a significant amount of information about IBM, including financial and other information for investors (www.ibm.com/investor/). IBM encourages investors to visit its various web sites from time to time, as information is updated and new information is posted.

SIGNATURE

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.

Date: May 2, 2014

By:

/s/ Michelle H. Browdy
Michelle H. Browdy
Vice President,
Assistant General Counsel and
Secretary