

ROCKWELL COLLINS INC
Form 8-K
February 06, 2017

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):
February 2, 2017

Rockwell Collins, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 001-16445 (Commission File Number) | 52-2314475 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|--|---------------------|
| 400 Collins Rd NE Cedar Rapids, Iowa (Address of principal executive officers) | 52498 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (319) 295-1000

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))
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INFORMATION TO BE INCLUDED IN THE REPORT

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

At the Company's 2017 Annual Meeting of Shareowners on February 2, 2017, of the 130,540,841 shares outstanding and entitled to vote, 114,149,069.416 shares were represented, constituting a quorum. The final results for each of the matters submitted to a vote of shareowners at the Annual Meeting are as follows:

Proposal No. 1: All of the nominees for director were elected to serve until the Company's 2020 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee | For | Withheld | Broker Non-Votes |
|---------------|-----------------|-------------|---------------------|
| C.A. Davis | 95,550,180.7873 | 354,426.629 | 15,244,462 |
| R.E. Eberhart | 96,241,141.9262 | 663,465.490 | 15,244,462 |
| D. Lilley | 94,515,201.4194 | 389,405.997 | 15,244,462 |

Proposal No. 2: The shareowners approved, on an advisory (non-binding) basis, the compensation of certain executive officers and related disclosures, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-----------------|-------------|---------------|---------------------|
| 94,678,540.1373 | 145,180.394 | 1,080,886.885 | 15,244,462 |

Proposal No. 3: The shareowners voted, on an advisory (non-binding) basis, for frequency of the holding of an advisory (non-binding) vote on executive compensation as set forth in the table below:

| Annual | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|-----------------|-------------|----------------|------------|---------------------|
| 89,369,714.4847 | 35,409.2337 | 7,963,424.6438 | 36,059.056 | 15,244,462 |

Proposal No. 4: The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2017 was ratified by the shareowners, by the votes set forth in the table below:

| For | Against | Abstain |
|-----------------|--------------|------------|
| 112,151,390.621 | 480,915.3975 | 16,763.399 |

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.

ROCKWELL COLLINS, INC. (Registrant)

Dated: February 6, 2017

By: /s/ Robert J. Perna
 Robert J. Perna
 Senior Vice President,
 General Counsel and Secretary