

ARCHER DANIELS MIDLAND CO

Form 8-K

May 08, 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): May 7, 2015**

**ARCHER-DANIELS-MIDLAND COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**1-44**  
**(Commission)**

**41-0129150**  
**(IRS Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**77 West Wacker Drive, Suite 4600**

**Chicago, Illinois**

**60601**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (312) 634-8100**

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))

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

On May 7, 2015, Archer Daniels Midland Company (the Company) held its 2015 Annual Meeting of Stockholders. The following proposals were voted on at the meeting with the following results:

Proposal No. 1. All nominees for election to the Board of Directors listed in the proxy statement for the 2015 Annual Meeting were elected as follows:

| Nominee         | For         | Against    | Abstain   | Broker Non-Votes |
|-----------------|-------------|------------|-----------|------------------|
| A. L. Boeckmann | 489,240,776 | 3,488,525  | 2,414,305 | 45,625,992       |
| M. H. Carter    | 473,615,563 | 19,157,681 | 2,370,362 | 45,625,992       |
| T. K. Crews     | 490,912,944 | 1,827,457  | 2,403,205 | 45,625,992       |
| P. Dufour       | 489,688,310 | 3,005,526  | 2,449,770 | 45,625,992       |
| D. E. Felsinger | 490,251,333 | 2,359,051  | 2,533,222 | 45,625,992       |
| J. R. Luciano   | 488,885,534 | 3,740,434  | 2,517,638 | 45,625,992       |
| A. Maciel       | 488,321,551 | 4,297,560  | 2,524,495 | 45,625,992       |
| P. J. Moore     | 485,317,612 | 7,369,481  | 2,456,513 | 45,625,992       |
| T. F. O'Neill   | 481,821,025 | 10,870,562 | 2,452,019 | 45,625,992       |
| F. Sanchez      | 489,468,519 | 3,198,104  | 2,476,983 | 45,625,992       |
| D. Shih         | 489,148,702 | 3,481,764  | 2,513,140 | 45,625,992       |
| K. R. Westbrook | 476,436,959 | 16,230,658 | 2,475,989 | 45,625,992       |
| P. A. Woertz    | 471,922,840 | 18,481,608 | 4,739,158 | 45,625,992       |

Proposal No. 2. The appointment of Ernst & Young LLP as independent accountants for the year ending December 31, 2015 was ratified at the meeting by the following votes:

| For         | Against   | Abstain   |
|-------------|-----------|-----------|
| 530,123,182 | 8,213,933 | 2,432,483 |

Proposal No. 3. The compensation of the Company's named executive officers was approved, on an advisory basis, by the following votes:

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 464,088,740 | 27,552,698 | 3,502,168 | 45,625,992       |

Proposal No. 4. The material terms of the Company's Incentive Compensation Plan were reapproved for purposes of Section 162(m) of the Internal Revenue Code, by the following votes:

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 473,764,704 | 18,185,422 | 3,193,480 | 45,625,992       |

Proposal No. 5. The stockholder's proposal regarding an independent board chairman did not pass as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 202,244,170 | 286,929,462    | 5,969,974      | 45,625,992              |

**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.

ARCHER-DANIELS-MIDLAND COMPANY

Date: May 8, 2015

By /s/ D. Cameron Findlay  
D. Cameron Findlay  
Senior Vice President, General Counsel, and  
Secretary