

HARRIS CORP /DE/
Form 8-K
October 29, 2018

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): October 29, 2018 (October 26, 2018)

HARRIS CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|--------------------------------------|
| Delaware | 1-3863 | 34-0276860 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 1025 West NASA Blvd., Melbourne, Florida | 32919 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's
telephone
number,
including area
code:
(321) 727-9100

No change
(Former name
or former
address, if
changed since
last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Voting Results For 2018 Annual Meeting of Shareholders

The 2018 Annual Meeting of Shareholders (the “2018 Annual Meeting”) of Harris Corporation (“Harris” or the “Company”) was held on October 26, 2018. For more information about the proposals set forth below, please see the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on September 6, 2018 (the “2018 Proxy Statement”). Of the 117,506,554 shares of the Company’s common stock issued, outstanding and entitled to be voted at the 2018 Annual Meeting as of the record date of August 31, 2018, a total of 106,454,214 (for a quorum of approximately 91%) was represented in person or by proxy at the meeting. Set forth below are the final voting results for the proposals voted on at the 2018 Annual Meeting.

(1) Proposal 1 – Election of Directors: Voting to elect eleven nominees to the Company’s Board of Directors (the “Board”) for a one-year term expiring at the 2019 Annual Meeting of Shareholders, or until their successors are elected and qualified:

| Nominee | Number of Shares | | | |
|---------------------|------------------|-----------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| James F. Albaugh | 92,988,302 | 2,791,986 | 314,199 | 10,359,727 |
| Sallie B. Bailey | 95,322,140 | 530,800 | 241,547 | 10,359,727 |
| William M. Brown | 92,441,770 | 3,337,554 | 315,163 | 10,359,727 |
| Peter W. Chiarelli | 95,354,066 | 402,033 | 338,388 | 10,359,727 |
| Thomas A. Dattilo | 92,957,759 | 2,860,451 | 276,277 | 10,359,727 |
| Roger B. Fradin | 93,188,490 | 2,534,462 | 371,535 | 10,359,727 |
| Lewis Hay III | 93,733,040 | 2,107,488 | 253,959 | 10,359,727 |
| Vyomesh I. Joshi | 95,006,638 | 743,662 | 344,187 | 10,359,727 |
| Leslie F. Kenne | 94,197,717 | 1,651,987 | 244,783 | 10,359,727 |
| Gregory T. Swienton | 93,164,877 | 2,677,224 | 252,386 | 10,359,727 |
| Hansel E. Tookes II | 90,745,381 | 5,080,055 | 269,051 | 10,359,727 |

Each nominee was elected by the Company’s shareholders, consistent with the recommendation from the Board.

(2) Proposal 2 – Advisory Vote to Approve the Compensation of the Company’s Named Executive Officers: Voting, on a non-binding, advisory basis, to approve the compensation of the Company’s named executive officers as disclosed in the Company’s 2018 Proxy Statement:

- For: 91,623,264
- Against: 3,963,473
- Abstain: 507,750
- Broker Non-Votes: 10,359,727

The compensation of the Company’s named executive officers was approved, on a non-binding, advisory basis, by the Company’s shareholders, consistent with the recommendation from the Board.

(3) Proposal 3 – Ratification of the Appointment of Independent Registered Public Accounting Firm: Voting to ratify the Audit Committee’s appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 28, 2019:

- For: 104,006,053
- Against: 2,196,068
- Abstain: 252,093

Proposal 3 was approved by the Company's shareholders, consistent with the recommendation from the Board.

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.

HARRIS
CORPORATION

By: /s/ Scott T. Mikuen

Name: Scott T.
Mikuen
Senior
Vice
President,
Title: General
Counsel
and
Secretary

Date: October 29, 2018