

WESTLAKE CHEMICAL CORP  
Form 8-K  
May 16, 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 (date of earliest event reported): May 16, 2014**

**WESTLAKE CHEMICAL CORPORATION**

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

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

**001-32260**  
**(Commission**  
  
**File Number)**

**76-0346924**  
**(I.R.S. Employer**  
  
**Identification No.)**

**2801 Post Oak Boulevard, Suite 600**

**Houston, Texas**

**(Address of principal executive offices)**

**77056**

**(Zip Code)**

**Registrant's telephone number, including area code: (713) 960-9111**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the 2014 annual meeting of stockholders of Westlake Chemical Corporation (the Company) held on May 16, 2014 (the 2014 Annual Meeting), the Company's stockholders approved amendments to the Company's Amended and Restated Certificate of Incorporation to (1) add a new Article Twelfth that provides that, with certain exceptions, the Court of Chancery of the State of Delaware will be the exclusive forum for certain legal actions and (2) increase the Company's authorized shares of common stock, par value \$0.01 per share, from 150,000,000 shares to 300,000,000 shares. The Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation with respect to these amendments was filed with the Secretary of State of the State of Delaware on May 16, 2014 and became effective upon filing. A copy of the Certificate of Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference.

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

Five matters were voted upon by the Company's stockholders at the 2014 Annual Meeting: (1) two members of the board of directors were elected; (2) the named executive officer compensation was approved on an advisory basis; (3) the proposed amendment to the Company's Amended and Restated Certificate of Incorporation to provide that, with certain exceptions, the Court of Chancery of the State of Delaware will be the exclusive forum for certain legal actions was approved; (4) the proposed amendment to the Company's Amended and Restated Certificate of Incorporation to increase the Company's authorized shares of common stock, par value \$0.01 per share, from 150,000,000 shares to 300,000,000 shares was approved; and (5) the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified. The following tabulation sets forth the number of votes cast for, against or withheld and the number of abstentions and broker non-votes, as applicable.

	Votes		Broker	
Election of Directors	Votes For	Withheld	Non-Votes	
Dorothy C. Jenkins	99,569,989	8,800,212	1,468,669	
Max L. Lukens	107,909,218	460,983	1,468,669	
Advisory Vote to Approve Named Executive Officer Compensation	Votes For	Votes Against	Abstentions	Broker Non-Votes
	104,795,826	1,888,487	1,685,888	1,468,669

Proposed Amendment to the Company's Amended and Restated Certificate of Incorporation to provide that, with certain exceptions, the Court of Chancery of the State of Delaware will be the exclusive forum for certain legal actions

	Votes For	Votes Against	Abstentions	Broker Non-Votes
	97,747,605	10,614,361	8,234	1,468,670

Proposed Amendment to the Company's Amended and Restated Certificate of Incorporation to increase the Company's authorized shares of common stock, par value \$0.01 per share, from 150,000,000 shares to 300,000,000 shares

	Votes For	Votes Against	Broker Non-Votes
	109,035,512	794,316	0

Ratification of the appointment of PricewaterhouseCoopers LLP

	Votes For	Votes Against	Abstentions
	109,694,188	137,403	7,278

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed herewith:

3.1 Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation.

**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.

**WESTLAKE CHEMICAL  
CORPORATION**

By: /s/ Albert Chao  
Albert Chao  
President and Chief Executive Officer

Date: May 16, 2014