

FMC CORP
Form 8-K/A
May 19, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT
Pursuant to Section 13 or 15 (d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) April 25, 2017

FMC CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 1-2376 (Commission File Number) | 94-0479804 (I.R.S. Employer Identification No.) |
|---|------------------------------------|---|

| | |
|--|---------------------|
| 2929 Walnut Street Philadelphia, Pennsylvania (Address of principal executive offices) | 19104 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: 215-299-6668

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

(§240.12b-2
of this
chapter).

Emerging growth company o
If an emerging growth company,
indicate by check mark if the o
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.

Check the appropriate box below if the Form 8-K 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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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EXPLANATORY NOTE:

This Form 8-K/A is filed as an amendment to the Current Report on Form 8-K filed by FMC Corporation, a Delaware corporation (the “Company”), under Item 5.07 on April 27, 2017 (the “8-K”), as previously amended, regarding the results of the Company’s Annual Meeting of Stockholders held on April 25, 2017 (the “Annual Meeting”). The sole purpose of this amendment is to revise paragraph (e) of the 8-K regarding the frequency of future shareholder advisory votes regarding the compensation of the Company’s named executive officers. Except as set forth herein, no other modifications to the 8-K are being made in this amendment.

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

At the Annual Meeting, the stockholders indicated their preference, in a non-binding advisory vote, with respect to (e) the frequency of future advisory votes regarding the compensation of the Company’s named executive officers. The number of votes cast to hold future advisory votes regarding executive compensation every year, every two years and every three years, and the number of shares abstaining, is set forth below:

| | Votes |
|-------------|------------|
| One Year | 96,352,950 |
| Two Years | 229,190 |
| Three Years | 8,374,919 |
| Abstain: | 217,618 |

In accordance with these results and its previous recommendation (as set forth in the definitive proxy statement for the 2017 Annual Meeting), the Board of Directors of the Company has determined that the Company will hold future advisory votes regarding the compensation of the Company’s named executive officers every year until the next advisory vote on the frequency of advisory votes regarding executive compensation, which the Company expects to hold no later than its 2023 Annual Meeting of Stockholders.

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 thereunto duly authorized.

FMC CORPORATION
(Registrant)

Date: May 19, 2017 By: /s/
ANDREA
E.
UTECHT
Andrea E.
Utecht
Executive
Vice
President,
General
Counsel
and
Secretary