

CHEVRON CORP
Form 8-K
June 03, 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 28, 2014

Chevron Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-00368

(Commission
File Number)

94-0890210

(I.R.S. Employer
Identification No.)

6001 Bollinger Canyon Road, San Ramon, CA

(Address of principal executive offices)

94583

(Zip Code)

Registrant's telephone number, including area code: (925) 842-1000

None

(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 obligations 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 5.07 Submission of Matters to a Vote of Security Holders.

(a) The 2014 Annual Meeting of Stockholders of Chevron Corporation (“Chevron”) was held on May 28, 2014.

(b) Chevron stockholders voted on the matters, with the final voting results, set forth below.

¹ The nominees for election to the Chevron Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|---------------|---------------|-------------|------------------|
| L.F. Deily | 1,273,063,979 | 14,554,278 | 7,776,060 | 317,859,255 |
| R.E. Denham | 1,254,265,266 | 34,483,542 | 6,645,509 | 317,859,255 |
| A.P. Gast | 1,275,549,519 | 13,105,166 | 6,739,632 | 317,859,255 |
| E. Hernandez, Jr. | 1,257,234,624 | 29,852,863 | 8,306,830 | 317,859,255 |
| J.M. Huntsman, Jr. | 1,269,287,089 | 19,280,580 | 6,826,648 | 317,859,255 |
| G.L. Kirkland | 1,275,073,032 | 14,201,986 | 6,119,299 | 317,859,255 |
| C.W. Moorman | 1,273,073,237 | 15,328,084 | 6,992,996 | 317,859,255 |
| K.W. Sharer | 1,273,936,199 | 14,654,630 | 6,803,488 | 317,859,255 |
| J.G. Stumpf | 1,251,977,821 | 36,590,108 | 6,826,388 | 317,859,255 |
| R.D. Sugar | 1,263,864,285 | 24,719,198 | 6,810,834 | 317,859,255 |
| C. Ware | 1,258,904,789 | 29,738,170 | 6,751,358 | 317,859,255 |
| J.S. Watson | 1,226,433,373 | 57,498,307 | 11,462,637 | 317,859,255 |

² The Chevron Board of Directors' proposal to ratify the appointment of PricewaterhouseCoopers LLP as Chevron's independent registered public accounting firm for 2014 was approved based on the following votes:

| | | |
|------------------|---|-------|
| Votes for | 1,588,986,748 | 98.9% |
| Votes against | 17,321,920 | 1.1% |
| Abstentions | 6,944,904 | |
| Broker non-votes | Brokers were permitted to cast stockholder non-votes (i.e., uninstructed shares) at their discretion on this proposal item and such non-votes are reflected in the votes for or against or abstentions. | |

³ The Chevron Board of Directors' proposal for stockholders to approve, on an advisory basis, the compensation of Chevron's named executive officers was approved based on the following votes:

| | | |
|------------------|---------------|-------|
| Votes for | 1,202,222,277 | 93.8% |
| Votes against | 80,098,713 | 6.2% |
| Abstentions | 13,073,327 | |
| Broker non-votes | 317,859,255 | |

⁴ The stockholder proposal for a report on corporate charitable contributions was not approved based on the following votes:

| | | |
|------------------|---------------|-------|
| Votes for | 60,082,782 | 5.0% |
| Votes against | 1,134,305,590 | 95.0% |
| Abstentions | 101,005,945 | |
| Broker non-votes | 317,859,255 | |

5. The stockholder proposal for a report on lobbying was not approved based on the following votes:

| | | |
|------------------|-------------|-------|
| Votes for | 293,290,813 | 24.1% |
| Votes against | 921,745,495 | 75.9% |
| Abstentions | 80,358,009 | |
| Broker non-votes | 317,859,255 | |

6. The stockholder proposal for a report on shale energy operations was not approved based on the following votes:

| | | |
|------------------|-------------|-------|
| Votes for | 317,361,576 | 26.6% |
| Votes against | 874,746,396 | 73.4% |
| Abstentions | 103,286,345 | |
| Broker non-votes | 317,859,255 | |

7. The stockholder proposal regarding the designation of an independent Chairman was not approved based on the following votes:

| | | |
|------------------|-------------|-------|
| Votes for | 284,797,763 | 22.2% |
| Votes against | 999,346,978 | 77.8% |
| Abstentions | 11,249,576 | |
| Broker non-votes | 317,859,255 | |

8. The stockholder proposal regarding special meetings was not approved based on the following votes:

| | | |
|------------------|-------------|-------|
| Votes for | 440,886,507 | 34.3% |
| Votes against | 843,183,980 | 65.7% |
| Abstentions | 11,323,830 | |
| Broker non-votes | 317,859,255 | |

9. The stockholder proposal regarding an independent director with environmental expertise was not approved based on the following votes:

| | | |
|------------------|-------------|-------|
| Votes for | 265,824,452 | 21.4% |
| Votes against | 978,410,909 | 78.6% |
| Abstentions | 51,158,956 | |
| Broker non-votes | 317,859,255 | |

10. The stockholder proposal for a report on country selection guidelines was not approved based on the following votes:

| | | |
|------------------|-------------|-------|
| Votes for | 273,887,329 | 23.1% |
| Votes against | 913,231,873 | 76.9% |
| Abstentions | 108,275,115 | |
| Broker non-votes | 317,859,255 | |

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.

CHEVRON CORPORATION

Dated: June 3, 2014

By /S/ CHRISTOPHER A. BUTNER
Christopher A. Butner,
Assistant Secretary and Managing Counsel,
Securities/Corporate Governance