

LOCKHEED MARTIN CORP  
Form 8-K  
April 25, 2019

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): April 25, 2019

LOCKHEED MARTIN CORPORATION

(Exact name of registrant as specified in its charter)

|                                                   |                          |                                         |
|---------------------------------------------------|--------------------------|-----------------------------------------|
| Maryland                                          | 1-11437                  | 52-1893632                              |
| (State or other jurisdiction<br>of incorporation) | (Commission file number) | (I.R.S. Employer<br>Identification No.) |

|                                          |            |
|------------------------------------------|------------|
| 6801 Rockledge Drive                     |            |
| Bethesda, Maryland                       | 20817      |
| (Address of principal executive offices) | (Zip Code) |

(301) 897-6000  
(Registrant's telephone number, including area code)

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))

Edgar Filing: LOCKHEED MARTIN CORP - Form 8-K

Indicate by check mark whether the registrant is an emerging growth company 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

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.

Lockheed Martin Corporation held its Annual Meeting of Stockholders on April 25, 2019. Of the 282,807,688 shares outstanding and entitled to vote (as of the February 22, 2019 record date), 262,951,869 shares were represented at the meeting, or a 92.98% quorum. The final results of voting for each matter submitted to a vote of stockholders at the meeting are as follows:

## Proposal 1 - Election of Directors

Elected the following ten individuals to the Board of Directors to serve as directors until the Annual Meeting of Stockholders in 2020 and until their successors have been duly elected and qualified:

|                       | Votes For   | Votes Against | Votes Abstain | Broker Non-Votes |
|-----------------------|-------------|---------------|---------------|------------------|
| Daniel F. Akerson     | 216,817,117 | 4,337,290     | 2,006,057     | 39,791,360       |
| David B. Burritt      | 217,271,189 | 4,008,864     | 1,880,411     | 39,791,360       |
| Bruce A. Carlson      | 205,675,671 | 15,661,931    | 1,822,870     | 39,791,360       |
| James O. Ellis, Jr.   | 218,206,544 | 3,106,754     | 1,847,174     | 39,791,360       |
| Thomas J. Falk        | 217,708,999 | 3,418,122     | 2,033,351     | 39,791,360       |
| Ilene S. Gordon       | 217,074,788 | 4,303,417     | 1,782,267     | 39,791,360       |
| Marillyn A. Hewson    | 217,398,578 | 4,571,136     | 1,190,758     | 39,791,360       |
| Vicki A. Hollub       | 217,981,237 | 3,363,536     | 1,815,655     | 39,791,360       |
| Jeh C. Johnson        | 217,340,965 | 3,824,268     | 1,995,276     | 39,791,360       |
| James D. Taiclet, Jr. | 218,488,496 | 2,715,172     | 1,956,841     | 39,791,360       |

## Proposal 2 - Ratification of Appointment of Independent Auditors

Ratified the appointment of Ernst & Young LLP as the Corporation's independent auditors for the year ending December 31, 2019.

| Votes For   | Votes Against | Votes Abstain |
|-------------|---------------|---------------|
| 256,101,611 | 5,480,540     | 1,365,559     |

## Proposal 3 - Advisory Vote to Approve the Compensation of our Named Executive Officers (Say-on-Pay)

Approved, on an advisory basis (non-binding), the compensation of the Corporation's named executive officers as described in detail in the Compensation Discussion and Analysis and the accompanying tables in our 2019 proxy statement.

| Votes For   | Votes Against | Votes Abstain | Broker Non-Votes |
|-------------|---------------|---------------|------------------|
| 208,123,175 | 11,595,144    | 3,442,190     | 39,791,360       |

## Proposal 4 - Stockholder Proposal to Amend the Proxy Access Bylaw

Rejected a stockholder proposal requesting that the Board of Directors amend the proxy access bylaw.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 57,499,745 | 161,585,131   | 4,075,633     | 39,791,360       |

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.

LOCKHEED MARTIN CORPORATION  
(Registrant)

Date: April 25, 2019 By: /s/ Stephen M. Piper

Stephen M. Piper  
Vice President and Associate General Counsel