

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 8-K

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

The annual meeting of the stockholders of the Company was held on May 4, 2018 for the purposes of (i) electing the eleven directors named in the Company’s proxy statement to hold office until the next annual meeting of stockholders; (ii) ratifying the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the 2018 fiscal year; (iii) approving, on an advisory basis, a resolution approving executive compensation of the named executive officers as disclosed in the proxy statement; (iv) considering a stockholder proposal to change the threshold to call special stockholder meetings; and (v) considering a stockholder proposal to set company-wide greenhouse gas emissions targets.

All eleven nominees for director as named in the Company’s proxy statement for the meeting were elected by the votes set forth in the table below.

| | FOR | AGAINST | ABSTAIN | Broker Non-Votes |
|-----------------------|-------------|-----------|-----------|------------------|
| Election of Directors | | | | |
| Daniel J. Brutto | 268,208,651 | 939,684 | 418,644 | 34,327,657 |
| Susan Crown | 265,343,498 | 3,824,405 | 399,076 | 34,327,657 |
| James W. Griffith | 267,698,250 | 1,443,405 | 425,324 | 34,327,657 |
| Jay L. Henderson | 268,014,577 | 1,142,478 | 409,924 | 34,327,657 |
| Richard H. Lenny | 266,143,349 | 2,840,018 | 583,612 | 34,327,657 |
| E. Scott Santi | 260,350,738 | 7,853,432 | 1,362,809 | 34,327,657 |
| James A. Skinner | 260,940,698 | 7,797,785 | 828,496 | 34,327,657 |
| David B. Smith, Jr. | 267,729,964 | 1,458,300 | 378,715 | 34,327,657 |
| Pamela B. Strobel | 268,412,241 | 776,229 | 378,509 | 34,327,657 |
| Kevin M. Warren | 267,641,727 | 1,546,792 | 378,460 | 34,327,657 |
| Anré D. Williams | 267,734,755 | 1,458,754 | 373,470 | 34,327,657 |

The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the 2018 fiscal year was ratified by the vote set forth in the table below.

| | FOR | AGAINST | ABSTAIN | Broker Non-Votes |
|---|-------------|-----------|---------|------------------|
| Ratification of independent registered public accounting firm | 299,683,953 | 3,665,329 | 545,354 | N/A |

A Company proposal requesting that stockholders approve a non-binding resolution approving the compensation of the Company’s named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission under “Compensation Discussion & Analysis,” the Summary Compensation Table, the related compensation tables and the related narrative disclosures, in the March 23, 2018 proxy statement, passed with the following vote.

| | FOR | AGAINST | ABSTAIN | Broker Non-Votes |
|---|-------------|------------|-----------|------------------|
| Advisory vote to approve executive compensation | 256,339,869 | 12,051,897 | 1,175,213 | 34,327,657 |

The stockholder proposal to change the ownership threshold to call special stockholder meetings was defeated by the vote set forth in the table below.

| | FOR | AGAINST | ABSTAIN | Broker Non-Votes |
|---|-------------|-------------|-----------|------------------|
| Change the ownership threshold to call special stockholder meetings | 101,235,253 | 165,917,390 | 2,414,336 | 34,327,657 |

The stockholder proposal to set Company-wide greenhouse gas emissions targets was defeated by the vote set forth in the table below.

| | FOR | AGAINST | ABSTAIN | Broker Non-Votes |
|---|------------|-------------|-----------|------------------|
| Set Company-wide greenhouse gas emissions targets | 65,552,115 | 201,142,911 | 2,871,953 | 34,327,657 |

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ILLINOIS TOOL WORKS INC.

Dated: May 10, 2018 By: /s/ Norman D. Finch Jr.
Norman D. Finch Jr.
Senior Vice President, General Counsel and Secretary