

TIME WARNER INC.
Form 8-K
May 21, 2012

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 15, 2012

TIME WARNER INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|--|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-15062 (Commission File Number) | 13-4099534 (IRS Employer Identification No.) |
|--|--|---|

One Time Warner Center, New York, New York 10019
(Address of Principal Executive Offices) (Zip Code)

212-484-8000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

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)

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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 final results of voting on each of the matters submitted to a vote of security holders at Time Warner Inc.'s (the "Company") Annual Meeting of Stockholders held on May 15, 2012 are as follows.

| | For | Against | Abstentions | Broker Non-Votes |
|---------------------------|-------------|------------|-------------|---------------------|
| 1. Election of Directors: | | | | |
| James L. Barksdale | 749,652,399 | 11,243,095 | 1,477,153 | 76,285,953 |
| William P. Barr | 693,988,795 | 67,840,964 | 542,888 | 76,285,953 |
| Jeffrey L. Bewkes | 730,512,652 | 26,544,570 | 5,315,425 | 76,285,953 |
| Stephen F. Bollenbach | 686,752,999 | 75,089,949 | 529,699 | 76,285,953 |
| Robert C. Clark | 745,724,515 | 10,562,890 | 6,085,242 | 76,285,953 |
| Mathias Döpfner | 688,399,240 | 72,428,956 | 1,544,451 | 76,285,953 |
| Jessica P. Einhorn | 755,664,933 | 5,186,924 | 1,520,790 | 76,285,953 |
| Fred Hassan | 747,799,686 | 13,053,469 | 1,519,492 | 76,285,953 |
| Kenneth J. Novack | 734,465,931 | 26,347,203 | 1,559,513 | 76,285,953 |
| Paul D. Wachter | 756,369,378 | 4,269,204 | 1,734,065 | 76,285,953 |
| Deborah C. Wright | 756,688,641 | 4,117,288 | 1,566,718 | 76,285,953 |

Under the Company's By-laws, each of the directors was elected, having received "for" votes from a majority of the votes duly cast by the holders of the outstanding shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), with respect to such director.

| | For | Against | Abstentions |
|---|-------------|-----------|-------------|
| 2. Ratification of appointment of Ernst & Young LLP as independent auditors | 827,835,573 | 9,784,069 | 1,038,958 |

The appointment of Ernst & Young LLP was ratified, having received “for” votes from a majority of the votes duly cast by the holders of Common Stock.

| | For | Against | Abstentions | Broker Non-Votes |
|--|-------------|-------------|-------------|---------------------|
| 3. Advisory vote to approve named executive officer compensation | 600,589,768 | 156,573,244 | 5,207,861 | 76,287,727 |

The proposal was approved, on an advisory basis, having received “for” votes from a majority of the votes duly cast by the holders of Common Stock.

| | For | Against | Abstentions | Broker Non-Votes |
|---|-------------|-------------|-------------|---------------------|
| 4. Stockholder proposal regarding shareholder action by written consent | 352,892,769 | 407,319,425 | 2,160,453 | 76,285,953 |

Under the Company’s By-laws, the proposal failed, having received “for” votes from less than a majority of the votes duly cast by the holders of Common Stock.

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.

TIME WARNER INC.

By: /s/ Pascal Desroches
Name: Pascal Desroches
Title: Senior Vice President
and Controller

Date: May 21, 2012