

TIME WARNER INC.
Form 8-K
June 24, 2015

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): June 19, 2015

TIME WARNER INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware 1-15062
(State or Other Jurisdiction of (Commission File Number)
Incorporation)

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)
- 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 Shareholders held on June 19, 2015 are as follows:

| 1. Election of Directors: | For | Against | Abstentions | Broker Non-Votes |
|---------------------------|-------------|------------|-------------|------------------|
| James L. Barksdale | 673,687,717 | 8,268,661 | 2,149,953 | 59,601,012 |
| William P. Barr | 679,273,904 | 2,842,116 | 1,990,311 | 59,601,012 |
| Jeffrey L. Bewkes | 662,031,876 | 17,211,989 | 4,862,466 | 59,601,012 |
| Stephen F. Bollenbach | 607,307,663 | 74,541,585 | 2,257,083 | 59,601,012 |
| Robert C. Clark | 670,158,064 | 11,768,326 | 2,179,941 | 59,601,012 |
| Mathias Döpfner | 673,740,970 | 8,374,195 | 1,991,166 | 59,601,012 |
| Jessica P. Einhorn | 678,612,207 | 3,394,006 | 2,100,118 | 59,601,012 |
| Carlos M. Gutierrez | 681,017,417 | 980,261 | 2,108,653 | 59,601,012 |
| Fred Hassan | 668,080,137 | 14,009,108 | 2,017,086 | 59,601,012 |
| Kenneth J. Novack | 671,168,131 | 10,784,095 | 2,154,105 | 59,601,012 |
| Paul D. Wachter | 680,658,615 | 1,457,439 | 1,990,277 | 59,601,012 |
| Deborah C. Wright | 673,958,327 | 8,013,852 | 2,134,152 | 59,601,012 |

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.

| | | | |
|--|-------------|-----------|-------------|
| 2. Ratification of appointment of Ernst & Young LLP as independent auditor | For | Against | Abstentions |
| | 735,050,751 | 6,310,751 | 2,346,386 |

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.

| | | | | | |
|----|---|--------------------|-----------------------|--------------------------|-----------------------------------|
| 3. | Advisory vote to approve named executive officer compensation | For 642,489,117 | Against 38,642,715 | Abstentions 2,974,499 | Broker Non-Votes 59,601,012 |
|----|---|--------------------|-----------------------|--------------------------|-----------------------------------|

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.

| | | | | | |
|----|---|--------------------|------------------------|--------------------------|-----------------------------------|
| 4. | Shareholder proposal on right to act by written consent | For 331,663,436 | Against 349,163,412 | Abstentions 3,279,183 | Broker Non-Votes 59,601,012 |
|----|---|--------------------|------------------------|--------------------------|-----------------------------------|

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.

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|----|--|-------------------|------------------------|---------------------------|-----------------------------------|
| 5. | Shareholder proposal on tobacco depiction in films | For 18,733,166 | Against 643,329,391 | Abstentions 22,043,474 | Broker Non-Votes 59,601,012 |
|----|--|-------------------|------------------------|---------------------------|-----------------------------------|

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.

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| 6. | Shareholder proposal on greenhouse gas emissions reduction targets | For 141,715,168 | Against 515,487,806 | Abstentions 26,903,057 | Broker Non-Votes 59,601,012 |
|----|--|--------------------|------------------------|---------------------------|-----------------------------------|

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/ Howard M. Averill
Name: Howard M. Averill
Title: Executive Vice President and
Chief Financial Officer

Date: June 24, 2015