

TIME WARNER INC.
Form 8-K
June 20, 2017

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 15, 2017

TIME WARNER INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--------------------------|--------------------------------------|
| <u>Delaware</u> | <u>1-15062</u> | <u>13-4099534</u> |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (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))

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.

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 15, 2017 are as follows:

| 1. Election of Directors: | For | Against | Abstentions | Broker Non-Votes |
|---------------------------|-------------|------------|-------------|------------------|
| William P. Barr | 580,877,098 | 10,717,207 | 3,819,183 | 79,489,858 |
| Jeffrey L. Bewkes | 573,315,774 | 15,444,916 | 6,652,798 | 79,489,858 |
| Robert C. Clark | 532,929,052 | 58,703,398 | 3,781,036 | 79,489,858 |
| Mathias Döpfner | 545,313,201 | 46,314,398 | 3,785,889 | 79,489,858 |
| Jessica P. Einhorn | 577,096,905 | 14,320,643 | 3,995,940 | 79,489,858 |
| Carlos M. Gutierrez | 589,560,808 | 2,067,061 | 3,785,619 | 79,489,858 |
| Fred Hassan | 577,083,392 | 14,531,227 | 3,798,869 | 79,489,858 |
| Paul D. Wachter | 589,185,928 | 2,440,126 | 3,787,434 | 79,489,858 |
| Deborah C. Wright | 584,635,223 | 6,809,961 | 3,968,304 | 79,489,858 |

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 |
|--|-------------|-----------|-------------|
| | 663,945,587 | 7,004,786 | 3,952,973 |

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 | Against | Abstentions | Broker Non-Votes |
|--|-------------|------------|-------------|------------------|
| | 546,541,893 | 44,153,595 | 4,716,921 | 79,490,884 |

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.

| Advisory vote on the frequency of holding an 4. advisory vote to approve named executive officer compensation | One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|---|-------------|--------------|----------------|-------------|---------------------|
| | 544,782,205 | 556,259 | 48,207,971 | 1,866,027 | 79,490,884 |

The option of every one year as the frequency with which shareholders are provided an advisory vote on named executive officer compensation was preferred by the Company's shareholders, having received the vote of a majority of the votes duly cast by the holders of Common Stock.

Item 8.01. Other Events.

At a meeting on June 15, 2017 held after the Annual Meeting of Shareholders, the Company's Board of Directors discussed the appropriate frequency for holding advisory votes on named executive officer compensation, taking into consideration the voting results on this matter at the Annual Meeting of Shareholders and the preference expressed by shareholders during their engagement with the Company, and decided that, subject to the closing of the Company's pending merger with AT&T Inc., the Company will hold future advisory votes on named executive officer compensation on an annual basis. Based on the expected timing of the merger, the Company does not expect to hold another annual meeting of shareholders and, thus, does not expect to provide shareholders another advisory vote on named executive officer compensation.

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 20, 2017