

WestRock Co
Form 8-K
January 30, 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): January 27, 2017

WestRock Company

(Exact name of registrant as specified in charter)

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Delaware

(State or Other Jurisdiction
of Incorporation)

001-37484

(Commission File Number)

47-3335141

(IRS Employer Identification No.)

501 South 5th Street, Richmond, VA 23219

(Address of principal executive offices) (Zip Code)

(804) 444-1000

(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))

Item 5.07. Submission of Matters to a Vote of Security Holders

WestRock Company held its annual meeting of stockholders on January 27, 2017, at which the Company submitted the following matters to a vote of its stockholders:

Votes cast for or withheld regarding 12 individuals nominated for election to serve on the Company's board of directors for a term expiring in 2018 were as follows:

| | For | Against | Withheld | Broker Non-Vote |
|---------------------|-------------|------------|----------|--------------------|
| Timothy J. Bernlohr | 166,881,899 | 39,848,441 | 86,717 | 17,028,103 |
| J. Powell Brown | 204,873,928 | 1,868,086 | 75,043 | 17,028,103 |
| Michael E. Campbell | 205,968,183 | 773,739 | 75,135 | 17,028,103 |
| Terrell K. Crews | 204,875,660 | 1,862,570 | 78,827 | 17,028,103 |
| Russell M. Currey | 204,666,428 | 2,063,783 | 86,846 | 17,028,103 |
| John A. Luke, Jr | 205,209,202 | 950,601 | 657,254 | 17,028,103 |
| Gracia C. Martore | 204,217,322 | 1,928,560 | 671,175 | 17,028,103 |
| James E. Nevels | 204,289,618 | 1,861,770 | 665,669 | 17,028,103 |
| Timothy H. Powers | 204,307,325 | 1,882,382 | 627,350 | 17,028,103 |
| Steven C. Voorhees | 206,429,503 | 310,073 | 77,481 | 17,028,103 |
| Bettina M. Whyte | 206,409,235 | 313,022 | 94,800 | 17,028,103 |
| Alan D. Wilson | 205,960,194 | 235,207 | 621,656 | 17,028,103 |

Votes cast for or against, as well as the number of abstentions and broker non-votes regarding each of the matters noted below, were as follows:

| | For | Against | Abstain | Broker Non-Vote |
|--|-------------|-----------|-----------|--------------------|
| Advisory vote on executive compensation | 201,226,602 | 4,562,693 | 1,027,762 | 17,028,103 |
| Ratify the appointment of Ernst & Young LLP to serve as independent registered public accounting firm of the Company | 217,884,902 | 5,884,394 | 75,864 | n/a |

Votes cast for the option of every "1 year", "2 years" or "3 years", along with the number of abstentions, regarding the matter noted below, were as follows:

| 1 Year | 2 Years | 3 Years | Abstain |
|-------------|---------|------------|---------|
| 185,106,129 | 149,826 | 21,402,770 | 158,332 |

Advisory vote on the frequency of advisory votes on executive compensation

SIGNATURES

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.

WESTROCK
COMPANY
(Registrant)

Date: January 30, 2017 By: /s/ Robert B. McIntosh
Robert B. McIntosh
Executive
Vice-President, General
Counsel
And Secretary