

FEDEX CORP  
Form 8-K  
September 29, 2014

**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): September 29, 2014**

**FedEx Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other**  
**jurisdiction of incorporation)**

**1-15829**  
**(Commission**  
**File Number)**

**62-1721435**  
**(I.R.S. Employer**  
**Identification No.)**

**942 South Shady Grove Road, Memphis, Tennessee**

**(Address of principal executive offices)**

**38120**

**(ZIP Code)**

**Registrant's telephone number, including area code: (901) 818-7500**

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))

**SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.****Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) FedEx's annual meeting of stockholders was held on September 29, 2014.

(b) The stockholders took the following actions at the annual meeting:

Proposal 1: The stockholders elected twelve directors, each of whom will hold office until the annual meeting of stockholders to be held in 2015 and until his or her successor is duly elected and qualified. Each director received more votes cast for than votes cast against his or her election. The tabulation of votes with respect to each nominee for director was as follows:

| <b>Nominee</b>      | <b>Votes<br/>For</b> | <b>Votes<br/>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------|----------------------|--------------------------|--------------------|-----------------------------|
| Frederick W. Smith  | 222,535,775          | 4,535,280                | 1,743,699          | 23,761,480                  |
| James L. Barksdale  | 225,879,927          | 2,178,994                | 755,833            | 23,761,480                  |
| John A. Edwardson   | 226,714,844          | 1,315,706                | 784,204            | 23,761,480                  |
| Marvin R. Ellison   | 226,840,547          | 1,165,758                | 808,449            | 23,761,480                  |
| Kimberly A. Jabal   | 227,058,403          | 964,639                  | 791,712            | 23,761,480                  |
| Shirley Ann Jackson | 213,601,544          | 14,424,659               | 788,551            | 23,761,480                  |
| Gary W. Loveman     | 223,500,767          | 4,510,317                | 803,670            | 23,761,480                  |
| R. Brad Martin      | 226,756,220          | 1,252,319                | 806,215            | 23,761,480                  |
| Joshua Cooper Ramo  | 226,275,538          | 1,748,351                | 790,865            | 23,761,480                  |
| Susan C. Schwab     | 227,370,650          | 669,062                  | 775,042            | 23,761,480                  |
| David P. Steiner    | 223,258,008          | 4,760,331                | 796,415            | 23,761,480                  |
| Paul S. Walsh       | 216,606,469          | 11,423,379               | 784,906            | 23,761,480                  |

Proposal 2: The compensation of FedEx's named executive officers was approved, on an advisory basis, by stockholders. The tabulation of votes on this matter was as follows:

221,057,852 votes for (96.6% of the voted shares)

6,708,889 votes against (2.9% of the voted shares)

1,048,013 abstentions (0.5% of the voted shares)

23,761,480 broker non-votes

Proposal 3: The Audit Committee's designation of Ernst & Young LLP as FedEx's independent registered public accounting firm for the fiscal year ending May 31, 2015 was ratified by stockholders. The tabulation of votes on this matter was as follows:

246,323,594 votes for (97.5% of the voted shares)

5,342,575 votes against (2.1% of the voted shares)

910,065 abstentions (0.4% of the voted shares)

There were no broker non-votes for this item

Proposal 4: A stockholder proposal requesting that the Board of Directors amend FedEx's governing documents to allow stockholders to nominate candidates for Board membership and have those nominees included in FedEx's proxy statement was not approved by stockholders. The tabulation of votes on this matter was as follows:

7,269,047 votes for (3.2% of the voted shares)

220,357,282 votes against (96.3% of the voted shares)

1,188,425 abstentions (0.5% of the voted shares)

23,761,480 broker non-votes

Proposal 5: A stockholder proposal requesting that the Board of Directors amend FedEx's governing documents to provide that all matters presented to stockholders, other than the election of directors, be decided by a simple majority of the shares voted FOR or AGAINST an item (by excluding abstentions) was not approved by stockholders. The tabulation of votes on this matter was as follows:

18,385,411 votes for (8.0% of the voted shares)

209,335,553 votes against (91.5% of the voted shares)

1,093,790 abstentions (0.5% of the voted shares)

23,761,480 broker non-votes

Proposal 6: A stockholder proposal requesting that the Board of Directors adopt a policy that FedEx's equity compensation plans prohibit directors and senior executives who are compensated under those plans from engaging in hedging or pledging transactions involving FedEx shares issued under those plans was not approved by stockholders. The tabulation of votes on this matter was as follows:

58,458,166 votes for (25.6% of the voted shares)

168,911,587 votes against (73.8% of the voted shares)

1,445,001 abstentions (0.6% of the voted shares)

23,761,480 broker non-votes

Edgar Filing: FEDEX CORP - Form 8-K

Proposal 7: A stockholder proposal requesting that the Board of Directors adopt a policy that FedEx will not pay the personal taxes owed on restricted stock awards on behalf of its named executive officers was not approved by stockholders. The tabulation of votes on this matter was as follows:

78,926,206 votes for (34.5% of the voted shares)

148,600,570 votes against (64.9% of the voted shares)

1,287,978 abstentions (0.6% of the voted shares)

23,761,480 broker non-votes

Proposal 8: A stockholder proposal requesting that FedEx provide a report, updated semi-annually, disclosing information about FedEx's political contributions and policies on making political contributions with corporate funds was not approved by stockholders. The tabulation of votes on this matter was as follows:

47,573,071 votes for (20.8% of the voted shares)

123,250,364 votes against (53.9% of the voted shares)

57,991,319 abstentions (25.3% of the voted shares)

23,761,480 broker non-votes

Other Matters: A stockholder proposal raised from the floor of the annual meeting requesting that the Board of Directors take the steps necessary to drop or distance ties with the NFL Washington Redskins team, logos and/or stadium sponsorship until the franchise changes the team's name was not approved by stockholders. The tabulation of votes on this matter was as follows:

203,521 votes for

228,611,233 votes against

0 abstentions

23,761,480 broker non-votes

## **SECTION 8. OTHER EVENTS.**

### **Item 8.01. Other Events.**

Attached as Exhibit 99.1 and incorporated herein by reference is a copy of FedEx Corporation's updated compensation arrangements with outside directors.

## **SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.**

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b> |
|---------------------------|--------------------|
|---------------------------|--------------------|

99.1 Compensation Arrangements with Outside Directors.



**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.

**FedEx Corporation**

Date: September 29, 2014

By: /s/ Christine P. Richards  
Christine P. Richards  
Executive Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                |
|---------------------------|---|
| 99.1                      | Compensation Arrangements with Outside Directors. |

E-1