

VISTEON CORP
Form 8-K
June 08, 2018

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 8, 2018 (June 6, 2018)

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

One Village Center Drive, Van Buren Township, Michigan

1-15827
(Commission

File Number)

38-3519512
(IRS Employer

Identification No.)

48111

(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (800)-VISTEON

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 communication 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 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.

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

(a) The annual meeting of stockholders of the Company was held on June 6, 2018.

(b) At the annual meeting, the stockholders elected the Company's ten nominees for director to serve for a one-year term beginning at the 2018 annual meeting and expiring at the 2019 annual meeting of stockholders. The stockholders also ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2018, approved the Company's executive compensation and voted in favor of providing an advisory vote on the Company's executive compensation annually. The final voting results are set forth below.

(1) Election of directors (majority voting):

| Nominee | Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|----------------------|-------------------|-----------------------|-----------------------|-------------------------|
| James J. Barrese | 25,909,358 | 7,173 | 470,165 | 864,075 |
| Naomi M. Bergman | 25,615,171 | 301,227 | 470,298 | 864,075 |
| Jeffrey D. Jones | 25,511,450 | 404,943 | 470,303 | 864,075 |
| Sachin S. Lawande | 25,913,474 | 2,825 | 470,397 | 864,075 |
| Joanne M. Maguire | 25,898,181 | 18,227 | 470,288 | 864,075 |
| Robert J. Manzo | 25,402,706 | 513,759 | 470,231 | 864,075 |
| Francis M. Scricco | 25,913,191 | 3,098 | 470,407 | 864,075 |
| David L. Treadwell | 25,244,191 | 672,340 | 470,165 | 864,075 |
| Harry J. Wilson | 25,527,384 | 389,071 | 470,241 | 864,075 |
| Rouzbeh Yassini-Fard | 25,896,544 | 19,341 | 470,811 | 864,075 |

(2) Ratification of the appointment of Ernst & Young LLP:

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|-------------------|-----------------------|-----------------------|-------------------------|
| 25,988,488 | 793,180 | 469,103 | N/A |

(3) Provide advisory approval of the Company's executive compensation:

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|-------------------|-----------------------|-----------------------|-------------------------|
| 24,286,311 | 1,626,268 | 474,117 | 864,075 |

(4) Provide advisory vote on the frequency of votes on executive compensation:

| Shares For 1 Year | Shares For 2 Years | Shares for 3 Years | Shares Abstain | Broker Non-Votes |
|--------------------------|---------------------------|---------------------------|-----------------------|-------------------------|
| 24,970,818 | 3,278 | 935,755 | 476,845 | 864,075 |

Consistent with the voting results above, the Company intends to include the advisory vote on the Company's executive compensation in its proxy materials annually until the next required vote on the frequency of shareholder votes on executive compensation is proposed and evaluated.

SECTION 8 OTHER EVENTS

Item 8.01. Other Events.

On June 6, 2018, the Board of Directors of the Company re-appointed Mr. Francis M. Scricco as the non-executive Chairman of the Board of the Company.

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.

VISTEON CORPORATION

Date: June 8, 2018

By: /s/ Brett D. Pynnonen
Brett D. Pynnonen
Senior Vice President and General Counsel