

FEDEX CORP  
Form 8-K  
September 24, 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): September 24, 2018**

**FedEx Corporation**

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

**Commission File Number 1-15829**

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

**62-1721435**  
**(IRS 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))  
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.

**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 24, 2018.

(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 2019 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       | 201,220,949          | 2,778,987                | 741,204            | 31,072,112                  |
| John A. Edwardson        | 199,445,328          | 5,070,408                | 225,404            | 31,072,112                  |
| Marvin R. Ellison        | 202,837,564          | 1,685,505                | 218,071            | 31,072,112                  |
| Susan Patricia Griffith  | 203,965,241          | 563,125                  | 212,774            | 31,072,112                  |
| John C. ( Chris ) Inglis | 203,229,352          | 1,284,513                | 227,275            | 31,072,112                  |
| Kimberly A. Jabal        | 201,857,435          | 2,670,593                | 213,112            | 31,072,112                  |
| Shirley Ann Jackson      | 199,809,334          | 4,696,996                | 234,810            | 31,072,112                  |
| R. Brad Martin           | 201,669,560          | 2,848,198                | 223,382            | 31,072,112                  |
| Joshua Cooper Ramo       | 201,916,710          | 2,592,752                | 231,678            | 31,072,112                  |
| Susan C. Schwab          | 202,016,818          | 2,531,315                | 193,007            | 31,072,112                  |
| David P. Steiner         | 199,478,070          | 2,286,635                | 2,976,435          | 31,072,112                  |
| Paul S. Walsh            | 192,609,485          | 11,835,711               | 295,944            | 31,072,112                  |

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:

195,166,280 votes for (95.3% of the voted shares)

9,096,284 votes against (4.5% of the voted shares)

478,576 abstentions (0.2% of the voted shares)

31,072,112 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, 2019 was ratified by stockholders. The tabulation of votes on this matter was as follows:

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231,745,952 votes for (98.3% of the voted shares)

3,737,204 votes against (1.6% of the voted shares)

330,096 abstentions (0.1% of the voted shares)

There were no broker non-votes for this item.

Proposal 4: A stockholder proposal requesting that FedEx provide a report, updated annually, disclosing information about the corporation's lobbying activities and expenditures was not approved by stockholders. The tabulation of votes on this matter was as follows:

53,359,684 votes for (26.1% of the voted shares)

144,610,455 votes against (70.6% of the voted shares)

6,771,001 abstentions (3.3% of the voted shares)

31,072,112 broker non-votes

Proposal 5: A stockholder proposal requesting that the Board of Directors undertake such steps as may be necessary to permit FedEx stockholders to take action by written consent in lieu of a meeting was not approved by stockholders. The tabulation of votes on this matter was as follows:

77,611,809 votes for (37.9% of the voted shares)

126,240,357 votes against (61.7% of the voted shares)

888,974 abstentions (0.4% of the voted shares)

31,072,112 broker non-votes

Proposal 6: A stockholder proposal requesting that the Board of Directors take the steps necessary to include text in FedEx's Bylaws requiring stockholder approval of all Bylaw amendments was not approved by stockholders. The tabulation of votes on this matter was as follows:

15,084,401 votes for (7.4% of the voted shares)

188,573,734 votes against (92.1% of the voted shares)

1,083,005 abstentions (0.5% of the voted shares)

31,072,112 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                      | <u>Compensation Arrangements with Outside Directors.</u> |

**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 24, 2018

By: /s/ Mark R. Allen  
Mark R. Allen  
Executive Vice President,  
General Counsel and Secretary



**EXHIBIT INDEX**

**Exhibit**

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

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