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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

At the 2017 Annual Meeting of Shareholders of Atwood Oceanics, Inc. (the “Company”) held on February 15, 2017 (the “Annual Meeting”), the shareholders voted on the following matters:

• Election of seven director nominees;

• Approval, by shareholder non-binding advisory vote, of the compensation of the Company’s named executive officers;

• Establishment, by a shareholder non-binding advisory vote, of the frequency of submission to shareholders of the advisory vote regarding executive compensation;

• Approval of the Atwood Oceanics, Inc. 2013 Long-Term Incentive Plan, as amended and restated; and

• Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditors for fiscal year 2017.

No other matters were presented for a vote at the Annual Meeting. As of the record date, December 16, 2016, there were 64,944,192 shares of common stock outstanding and entitled to vote at the Annual Meeting. The holders of a total of 58,215,186 shares of common stock were present in person or by proxy at the Annual Meeting. A quorum being present, the voting results for the matters above are as follows:

1. Election of Directors.

| Name | For | Withheld | Broker Non-Votes |
|-------------------|------------|----------|---------------------|
| George S. Dotson | 48,069,230 | 623,372 | 9,522,584 |
| Jack E. Golden | 48,121,877 | 570,725 | 9,522,584 |
| Hans Helmerich | 48,248,231 | 444,371 | 9,522,584 |
| Jeffrey A. Miller | 48,121,346 | 571,256 | 9,522,584 |
| James R. Montague | 48,113,164 | 579,438 | 9,522,584 |
| Robert J. Saltiel | 48,374,057 | 318,545 | 9,522,584 |
| Phil D. Wedemeyer | 48,122,570 | 570,032 | 9,522,584 |

Each of the nominees was elected for a one year term.

2. Approval of the Compensation of the Company’s Named Executive Officers.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|------------|---------|---------------------|
| 33,236,437 | 15,203,905 | 252,260 | 9,522,584 |

On an advisory basis, the Company’s executive compensation as set forth in the proxy statement was approved.

3. Establishment, of the Frequency of Submission to Shareholders of the Advisory Vote regarding Executive compensation.

| ONE YEAR | TWO YEARS | THREE YEARS | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|-------------|---------|---------------------|
| 47,645,107 | 208,109 | 708,686 | 130,700 | 9,522,584 |

On an advisory basis, one year was established as the frequency of submission to the shareholders of the advisory vote regarding executive compensation.

4. Approval of the Atwood Oceanics, Inc. Long-Term Incentive Plan, as amended and restated.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|---------|---------------------|
| 43,791,533 | 4,752,113 | 148,956 | 9,522,584 |

The Atwood Oceanics, Inc. 2013 Long-Term Incentive Plan, as amended and restated, was approved.

5. Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Auditors for Fiscal Year 2016.

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 57,283,349 | 547,394 | 384,443 |

The appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2017 was ratified.

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.

ATWOOD OCEANICS, INC.
(Registrant)

/s/ Walter A. Baker
Walter A. Baker
Senior Vice President, General Counsel and Corporate Secretary

Date: February 16, 2017