

CATERPILLAR INC
Form 8-K
June 19, 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): June 14, 2017

CATERPILLAR INC.
(Exact name of registrant as specified
in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-768
(Commission
File 37-0602744
Number) Employer Identification No.)

100
NE
Adams
Street,
Peoria,
Illinois
61629
(Address
of (Zip Code)
principal
executive
offices)

Registrant's telephone number,
including area code: (309) 675-1000

Former name or former address, if
changed since last report: N/A

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 by Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b02 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.

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

The Company's 2017 annual meeting of shareholders was held on June 14, 2017.

Set forth below are the voting results for each of the matters submitted to a vote of the Company's shareholders.

Proposal 1 – Company Proposal - Election of Directors

All nominees for election to the Company's Board of Directors named in the Proxy Statement were elected, each to a one-year term, with the following vote:

| | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|------------|-----------|---------------------|
| David L. Calhoun | 427,148,025 | 3,644,724 | 1,855,091 | 107,452,685 |
| Daniel M. Dickinson | 423,665,546 | 7,959,998 | 1,022,296 | 107,452,685 |
| Juan Gallardo | 425,818,430 | 5,812,818 | 1,016,592 | 107,452,685 |
| Jesse J. Greene, Jr. | 428,016,142 | 3,623,004 | 1,008,694 | 107,452,685 |
| Jon M. Huntsman, Jr. | 427,274,530 | 4,416,207 | 957,103 | 107,452,685 |
| Dennis A. Muilenburg | 425,257,639 | 6,394,991 | 995,210 | 107,452,685 |
| William A. Osborn | 404,819,883 | 26,810,473 | 1,017,484 | 107,452,685 |
| Debra L. Reed | 402,022,897 | 29,604,951 | 1,019,992 | 107,452,685 |
| Edward B. Rust, Jr. | 422,741,199 | 8,521,975 | 1,384,666 | 107,452,685 |
| Susan C. Schwab | 427,146,170 | 4,501,204 | 1,000,466 | 107,452,685 |
| Jim Umpleby | 428,036,867 | 3,644,577 | 966,396 | 107,452,685 |
| Miles D. White | 401,540,215 | 30,133,452 | 974,173 | 107,452,685 |
| Rayford Wilkins, Jr. | 428,386,631 | 3,224,900 | 1,036,309 | 107,452,685 |

Proposal 2 - Company Proposal -

Ratification of the Company's

Independent Registered Public

Accounting Firm

The proposal requesting ratification of the appointment of

PricewaterhouseCoopers LLP as the

Company's independent registered

public accounting firm for 2017 was

approved with the following vote:

| For | Against | Abstain |
|-------------|------------|-----------|
| 517,460,380 | 21,010,427 | 1,629,718 |

Proposal 3 - Company Proposal - Advisory Vote

to Approve Executive Compensation

The proposal requesting that the shareholders of the Company approve executive compensation, on an advisory basis, was approved with the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|---------------------|
| 416,900,042 | 13,495,846 | 2,251,952 | 107,452,685 |

Proposal 4 - Company Proposal - Advisory Vote on the Frequency of Executive Compensation Votes

The proposal requesting that shareholders of the Company approve executive compensation, on an advisory basis, every one, two or three years received the following votes:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-------------|-----------|-------------|-----------|------------------|
| 390,650,806 | 1,494,807 | 38,948,684 | 1,553,543 | 107,452,685 |

Consistent with a majority of votes cast with respect to this proposal and with the recommendation of the Board of Directors, the Company will hold a shareholder advisory vote on executive compensation annually until the next required vote on the frequency of shareholder votes on executive compensation.

Proposal 5 – Company Proposal – Approve the Amended and Restated 2014 Long-Term Incentive Plan

The proposal requesting that the shareholders of the Company approve changes to the long-term incentive plan, including increasing the number of shares authorized for issuance under the plan was approved with the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 407,625,861 | 22,167,304 | 2,854,675 | 107,452,685 |

Proposal 6 - Shareholder Proposal – Provide a Report of Lobbying Activities

The proposal requesting that the Company provide a report regarding lobbying activities and expenditures was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 69,181,392 | 355,276,033 | 8,190,415 | 107,452,685 |

Proposal 7 - Shareholder Proposal – Decrease Percent of Ownership Required to Call Special Shareholder Meeting

The proposal requesting that the Company give shareholders in the aggregate of 15 percent of the Company’s outstanding common stock the power to call a special shareholder meeting was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 142,443,332 | 287,946,982 | 2,257,526 | 107,452,685 |

Proposal 8 - Shareholder Proposal – Provide a Report of Lobbying Priorities

The proposal requesting that the Company report to shareholders on the Company’s process for identifying and prioritizing legislative and regulatory public policy advocacy activities was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-----------|-------------|-----------|---------------------|
| 8,064,493 | 415,859,907 | 8,723,440 | 107,452,685 |

Proposal 9 - Shareholder Proposal – Include Sustainability as a Performance Metric Under Executive Incentive Plans:

The proposal requesting that the Compensation Committee of the Board of Directors include sustainability as one of the performance measures for senior executives under the Company’s incentive plans was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|---------------------|
| 19,622,104 | 404,607,222 | 8,418,514 | 107,452,685 |

Proposal 10 - Shareholder Proposal – Amend the Company’s Compensation Clawback Policy

The proposal requesting that the Board of Directors amend the Company’s compensation clawback policy to include any misconduct or oversight failure that causes significant financial or reputation harm was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|---------------------|
| 121,854,679 | 292,939,985 | 17,853,176 | 107,452,685 |

Proposal 11 - Shareholder Proposal – Adopt a Permanent Policy that the Chairman be Independent

The proposal requesting that the Board of Directors adopt a permanent policy that would require, whenever possible, the Chairman of the Board to be an independent director was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|---------------------|
| 113,203,322 | 317,026,735 | 2,417,783 | 107,452,685 |

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.

CATERPILLAR INC.

June 19, 2017 By: /s/Suzette M. Long

Suzette M. Long

Interim Executive Vice President, Law and Public Policy & Corporate Secretary