

HOME DEPOT INC
Form 8-K
May 22, 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): May 18, 2017

THE HOME DEPOT, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware 1-8207 95-3261426
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)
2455 Paces Ferry Road, Atlanta, Georgia 30339
(Address of Principal Executive Offices) (Zip Code)
(770) 433-8211
(Registrant's Telephone Number, Including Area Code)
Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2 below):

- 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.

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

The Company's 2017 Annual Meeting of Shareholders was held on May 18, 2017. At the meeting, shareholders voted on the following items:

Proposal 1: The following nominees were elected by majority vote to serve on the Board of Directors:

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|----------------------|-------------|------------|-----------|---------------------|
| Gerard J. Arpey | 859,521,535 | 5,757,188 | 1,342,967 | 187,156,787 |
| Ari Bousbib | 860,938,336 | 4,225,865 | 1,457,489 | 187,156,787 |
| Jeffery H. Boyd | 862,995,537 | 2,320,130 | 1,306,023 | 187,156,787 |
| Gregory D. Brenneman | 849,932,409 | 15,055,048 | 1,634,233 | 187,156,787 |
| J. Frank Brown | 862,155,595 | 3,165,727 | 1,300,368 | 187,156,787 |
| Albert P. Carey | 857,425,771 | 7,910,001 | 1,285,918 | 187,156,787 |
| Armando Codina | 848,825,183 | 15,130,319 | 2,666,188 | 187,156,787 |
| Helena B. Foulkes | 859,948,664 | 5,414,667 | 1,258,359 | 187,156,787 |
| Linda R. Gooden | 858,609,539 | 6,598,455 | 1,413,696 | 187,156,787 |
| Wayne M. Hewett | 862,923,607 | 2,375,355 | 1,322,728 | 187,156,787 |
| Karen L. Katen | 856,281,405 | 9,122,580 | 1,217,705 | 187,156,787 |
| Craig A. Menear | 829,730,726 | 32,031,042 | 4,859,922 | 187,156,787 |
| Mark Vadon | 862,799,334 | 2,270,860 | 1,551,496 | 187,156,787 |

Proposal 2: The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2017 was ratified.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|---------------|------------|-----------|--------------------|
| 1,034,133,725 | 17,478,401 | 2,166,351 | N/A |

Proposal 3: An advisory vote on executive compensation ("Say-on-Pay") was approved.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|------------|-----------|--------------------|
| 842,554,315 | 19,987,047 | 4,080,328 | 187,156,787 |

Proposal 4: The votes cast on the proposal regarding the frequency of future Say-on-Pay votes were as follows:

| EVERY ONE YEAR | EVERY TWO YEARS | EVERY THREE YEARS | ABSTAIN | BROKER NON-VOTE |
|----------------|-----------------|-------------------|-----------|--------------------|
| 785,642,640 | 2,332,539 | 76,182,311 | 2,464,200 | 187,156,787 |

The Company has considered these voting results and determined, consistent with the Board of Directors' recommendation, that an advisory vote on executive compensation will be submitted to shareholders on an annual basis until the next required vote on frequency.

Proposal 5: A shareholder proposal regarding the preparation of an employment diversity report was not approved.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|-------------|------------|--------------------|
| 270,363,852 | 532,965,124 | 63,292,714 | 187,156,787 |

Proposal 6: A shareholder proposal regarding an advisory vote on political contributions was not approved.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|------------|-------------|------------|--------------------|
| 48,816,012 | 794,676,475 | 23,129,203 | 187,156,787 |

Proposal 7: A shareholder proposal to reduce the threshold for calling special shareholder meetings was not approved.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|-------------|-----------|--------------------|
| 358,703,375 | 504,348,322 | 3,569,993 | 187,156,787 |

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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.

THE HOME DEPOT, INC.

By: /s/ Teresa Wynn Roseborough

Name: Teresa Wynn Roseborough

Title: Executive Vice President, General Counsel & Corporate Secretary

Date: May 22, 2017