

QUALCOMM INC/DE
Form 8-K
March 14, 2011

**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**

March 8, 2011

Date of Report (Date of earliest event reported)

QUALCOMM Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-19528

95-3685934

(Commission File Number)

(IRS Employer Identification No.)

5775 Morehouse Drive, San Diego, CA

92121

(address of principal executive offices)

(Zip Code)

858-587-1121

(Registrant's telephone number, including area code)

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

QUALCOMM Incorporated (the Company) held its Annual Meeting of Stockholders on March 8, 2011. The stockholders considered seven proposals, each of which is described in more detail in the Company's definitive proxy statement dated January 20, 2011.

Proposal 1: Election of 13 directors to hold office until the 2012 Annual Meeting:

| | FOR | WITHHELD |
|-----------------------|---------------|------------|
| Barbara T. Alexander | 1,189,987,131 | 31,710,941 |
| Stephen M. Bennett | 1,184,038,801 | 37,659,271 |
| Donald G. Cruickshank | 1,195,635,193 | 26,062,879 |
| Raymond V. Dittamore | 1,195,331,408 | 26,366,664 |
| Thomas W. Horton | 1,195,639,217 | 26,058,855 |
| Irwin Mark Jacobs | 1,186,230,926 | 35,467,146 |
| Paul E. Jacobs | 1,164,244,371 | 57,453,701 |
| Robert E. Kahn | 1,188,804,648 | 32,893,424 |
| Sherry Lansing | 1,194,761,937 | 26,936,135 |
| Duane A. Nelles | 1,188,702,832 | 32,995,240 |
| Francisco Ros | 1,213,376,807 | 8,321,265 |
| Brent Scowcroft | 1,173,909,863 | 47,788,209 |
| Marc I. Stern | 1,175,427,911 | 46,270,161 |

Broker Non-Votes: 196,431,094 shares for each director

All of the foregoing candidates were elected and each received affirmative votes from more than a majority of the outstanding shares.

Proposal 2: The vote on a proposal to approve the 2006 Long-Term Incentive Plan, as amended, which includes an increase in the share reserve by 65,000,000 shares, was as follows:

| FOR | AGAINST | ABSTAIN |
|-------------|-------------|-----------|
| 918,038,327 | 302,185,359 | 1,474,386 |

Broker Non-Votes: 196,431,094

The foregoing proposal was approved.

Proposal 3: The vote on a proposal to amend the 2001 Employee Stock Purchase Plan to increase the share reserve by 22,000,000 shares was as follows:

| FOR | AGAINST | ABSTAIN |
|---------------|------------|-----------|
| 1,189,796,028 | 30,641,010 | 1,261,034 |

Broker Non-Votes: 196,431,094

The foregoing proposal was approved.

Proposal 4: The vote on a proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent public accountants for the fiscal year ending September 25, 2011 was as follows:

| FOR | AGAINST | ABSTAIN |
|---------------|------------|-----------|
| 1,393,961,582 | 22,324,187 | 1,843,397 |

Broker Non-Votes: 0

The foregoing proposal was approved.

Proposal 5: The advisory vote on the compensation of the Company's executive officers was as follows:

| FOR | AGAINST | ABSTAIN |
|---------------|------------|-----------|
| 1,153,713,746 | 59,893,733 | 8,090,593 |

Broker Non-Votes: 196,431,094

Proposal 6: The advisory vote on the frequency of future advisory votes on executive compensation was as follows:

| One Year | Two Years | Three Years | ABSTAIN |
|-------------|------------|-------------|-----------|
| 765,223,343 | 19,759,230 | 434,499,020 | 2,216,479 |

Broker Non-Votes: 196,431,094

Proposal 7: The vote on a stockholder proposal to request that the Board of Directors initiate the appropriate process to amend the Company's corporate governance documents (certificate of incorporation and/or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of stockholders, with a plurality vote standard retained for contested director elections, was as follows:

| FOR | AGAINST | ABSTAIN |
|-------------|-------------|-----------|
| 627,639,804 | 590,337,667 | 3,720,601 |

Broker Non-Votes: 196,431,094

The foregoing proposal was approved.

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.

Date: March 14, 2011

QUALCOMM Incorporated

By: /s/ Donald J. Rosenberg
Donald J. Rosenberg,
Executive Vice President, General
Counsel and Corporate Secretary