

INTERNATIONAL BUSINESS MACHINES CORP
Form 8-K
May 03, 2013

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: **April 29, 2013**

(Date of earliest event reported)

INTERNATIONAL BUSINESS MACHINES
CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State of Incorporation)

1-2360
(Commission File Number)

13-0871985
(IRS employer Identification No.)

ARMONK, NEW YORK
(Address of principal executive offices)

10504
(Zip Code)

914-499-1900

(Registrant's telephone number)

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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 5.02(b). Departure of Named Executive Officer

On April 29, 2013, J. Randall MacDonald, Senior Vice President, Human Resources, announced that he will retire from the company on May 31, 2013. From June 1, 2013 through December 31, 2013, Mr. MacDonald will be an advisor to the company, providing services as an independent contractor. Mr. MacDonald, age 64, has been an officer of IBM since 2000.

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

IBM held its Annual Meeting of Stockholders on April 30, 2013. For more information on the following proposals, see the company's proxy statement dated March 11, 2013, the relevant portions of which are incorporated herein by reference. Below are the final voting results.

- The stockholders elected each of the thirteen nominees to the Board of Directors for a one-year term by a majority of the votes cast:

| DIRECTOR | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|--------------------|-------------|----------------|----------------|-----------------------------|
| A.J.P. Belda | 650,436,082 | 65,210,797 | 5,741,374 | 167,599,445 |
| W.R. Brody | 707,210,229 | 8,835,214 | 5,339,336 | 167,599,445 |
| K.I. Chenault | 694,710,805 | 21,221,099 | 5,447,800 | 167,599,445 |
| M.L. Eskew | 651,178,979 | 64,368,256 | 5,841,000 | 167,599,445 |
| D.N. Farr | 709,383,862 | 6,441,924 | 5,562,382 | 167,599,445 |
| S.A. Jackson | 643,522,366 | 72,055,046 | 5,806,515 | 167,599,445 |
| A.N. Liveris | 653,798,765 | 61,943,593 | 5,642,004 | 167,599,445 |
| W.J. McNerney, Jr. | 693,844,678 | 22,019,802 | 5,524,262 | 167,599,445 |
| J.W. Owens | 709,181,070 | 6,432,415 | 5,776,358 | 167,599,445 |
| V.M. Rometty | 686,478,635 | 26,993,710 | 7,911,895 | 167,599,445 |
| J.E. Spero | 707,628,254 | 7,962,104 | 5,799,041 | 167,599,445 |
| S. Taurel | 704,427,914 | 11,071,423 | 5,890,611 | 167,599,445 |
| L.H. Zambrano | 669,925,630 | 45,564,799 | 5,899,575 | 167,599,445 |

- The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for the company:

| | |
|---------|-------------|
| For | 868,992,213 |
| Against | 15,287,662 |
| Abstain | 4,691,566 |

- Advisory Vote on Executive Compensation:

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| | | |
|------------------|-------------|--------|
| For | 679,001,894 | 95.36% |
| Against | 33,052,438 | 4.64% |
| Abstain | 9,261,371 | |
| Broker Non-Votes | 167,599,455 | |

- Stockholder Proposal for Disclosure of Lobbying Policies and Practices:

| | | |
|------------------|-------------|--------|
| For | 169,409,395 | 24.45% |
| Against | 523,357,852 | 75.55% |
| Abstain | 28,581,707 | |
| Broker Non-Votes | 167,615,894 | |

- Stockholder Proposal on the Right to Act by Written Consent:

| | | |
|------------------|-------------|--------|
| For | 267,698,218 | 37.72% |
| Against | 442,022,604 | 62.28% |
| Abstain | 11,637,250 | |
| Broker Non-Votes | 167,615,894 | |

- Stockholder Proposal on Independent Board Chair:

| | | |
|------------------|-------------|--------|
| For | 310,947,441 | 43.68% |
| Against | 400,857,038 | 56.32% |
| Abstain | 9,549,463 | |
| Broker Non-Votes | 167,628,545 | |

- Stockholder Proposal for Executives to Retain Significant Stock:

| | | |
|------------------|-------------|--------|
| For | 191,437,793 | 26.94% |
| Against | 519,170,701 | 73.06% |
| Abstain | 10,742,398 | |
| Broker Non-Votes | 167,629,094 | |

IBM's web site (www.ibm.com) contains a significant amount of information about IBM, including financial and other information for investors (www.ibm.com/investor/). IBM encourages investors to visit its various web sites from time to time, as information is updated and new information is posted.

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.

Date: May 3, 2013

By: /s/ Michelle H. Browdy
Michelle H. Browdy
Vice President, Assistant General Counsel & Secretary