

UNITED RENTALS INC /DE
Form 8-K
May 07, 2014

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 7, 2014

UNITED RENTALS, INC.

UNITED RENTALS (NORTH AMERICA), INC.

(Exact name of registrant as specified in its charter)

Delaware
Delaware
(State or other Jurisdiction)

001-14387
001-13663
(Commission)

06-1522496
86-0933835
(IRS Employer)

of Incorporation)

File Number)

Identification No.)

100 First Stamford Place, Suite 700

Stamford, Connecticut
(Address of Principal Executive Offices)

06902
(Zip Code)

Registrant's telephone number, including area code: (203) 622-3131

(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:

- .. 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))

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

On May 7, 2014, United Rentals, Inc. (the Company) held its annual meeting of stockholders at which the stockholders voted: (i) upon the election of Jenne K. Britell, José B. Alvarez, Bobby J. Griffin, Michael J. Kneeland, Pierre E. Leroy, Singleton B. McAllister, Brian D. McAuley, John S. McKinney, James H. Ozanne, Jason D. Papastavrou, Filippo Passerini, Donald C. Roof and Keith Wimbush to the Company's Board of Directors for one-year terms; (ii) upon the approval of material terms of performance goals for qualified performance-based awards under the 2014 Annual Incentive Compensation Plan; (iii) upon the approval of the Company's Second Amended and Restated 2010 Long Term Incentive Plan; (iv) upon the re-approval of material terms of performance goals for qualified performance-based awards under the Second Amended and Restated 2010 Long Term Incentive Plan; (v) upon the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; and (vi) on an advisory (non-binding) basis to approve the compensation of the Company's named executive officers.

The stockholders elected all thirteen directors, approved material terms of performance goals for qualified performance-based awards under the 2014 Annual Incentive Compensation Plan, approved the Second Amended and Restated 2010 Long Term Incentive Plan, re-approved material terms of performance goals for qualified performance-based awards under the Second Amended and Restated 2010 Long Term Incentive Plan, approved the ratification of the appointment of Ernst & Young LLP and approved (on a non-binding basis) the compensation of the Company's named executive officers.

The final voting results for each of the matters submitted to a vote of stockholders at the 2014 annual meeting are set forth below:

Proposal 1. Election of Directors.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------------|------------|----------------|----------------|-------------------------|
| Jenne K. Britell | 79,344,552 | 95,236 | 314,233 | 8,120,403 |
| José B. Alvarez | 79,372,967 | 78,305 | 302,749 | 8,120,403 |
| Bobby J. Griffin | 79,391,523 | 58,187 | 304,312 | 8,120,402 |
| Michael J. Kneeland | 79,392,490 | 56,813 | 304,719 | 8,120,402 |
| Pierre E. Leroy | 78,799,496 | 649,202 | 305,323 | 8,120,403 |
| Singleton B. McAllister | 78,814,107 | 634,070 | 305,844 | 8,120,403 |
| Brian D. McAuley | 79,388,090 | 60,175 | 305,756 | 8,120,403 |
| John S. McKinney | 78,843,707 | 603,442 | 306,538 | 8,120,737 |
| James H. Ozanne | 79,386,122 | 63,395 | 304,505 | 8,120,402 |
| Jason D. Papastavrou | 79,390,830 | 60,379 | 302,812 | 8,120,403 |
| Filippo Passerini | 78,814,420 | 632,147 | 307,455 | 8,120,402 |
| Donald C. Roof | 79,381,770 | 54,191 | 318,060 | 8,120,403 |
| Keith Wimbush | 78,812,170 | 636,620 | 305,320 | 8,120,314 |

Proposal 2. Approval of Material Terms of Performance Goals for Qualified Performance-Based Awards Under the 2014 Annual Incentive Compensation Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 78,051,825 | 1,384,750 | 317,446 | 8,120,403 |

Proposal 3. Approval of the Company's Second Amended and Restated 2010 Long Term Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 74,186,234 | 5,229,232 | 338,555 | 8,120,403 |

Proposal 4. Re-Approval of Material Terms of Performance Goals for Qualified Performance-Based Awards Under the Second Amended and Restated 2010 Long Term Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 77,904,177 | 1,480,604 | 369,240 | 8,120,403 |

Proposal 5. Ratification of Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2014.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 86,060,262 | 1,514,110 | 300,052 | * |

* Not applicable.

Proposal 6. Advisory Vote on the Company's Executive Compensation.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 77,953,846 | 1,344,418 | 455,757 | 8,120,403 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 7, 2014

UNITED RENTALS, INC.

By: /s/ Jonathan M. Gottsegen
Name: Jonathan M. Gottsegen
Title: Senior Vice President, General Counsel
and Corporate Secretary

UNITED RENTALS (NORTH AMERICA),
INC.

By: /s/ Jonathan M. Gottsegen
Name: Jonathan M. Gottsegen
Title: Senior Vice President, General Counsel
and Corporate Secretary