

WHIRLPOOL CORP /DE/
Form 8-K
April 18, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) April 15, 2019

WHIRLPOOL CORPORATION
(Exact name of registrant as Specified in Charter)

Delaware 1-3932 38-1490038
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

2000 North M-63,
Benton Harbor, Michigan 49022-2692
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (269) 923-5000

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 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.

On April 16, 2019, Whirlpool Corporation (the "Corporation") held its 2019 annual meeting of stockholders. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in the Corporation's proxy statement dated March 1, 2019 (the "Proxy Statement"). The results of the stockholder vote are as follows:

Samuel R.
 Allen, Marc
 R. Bitzer,
 Greg Creed,
 Gary T.
 DiCamillo,
 Diane M.
 Dietz, Gerri
 T. Elliott,
 Michael F.
 Johnston,
 John D. Liu,
 James M.
 Loree,
 Harish
 Manwani,
 William D.
 a. Perez, Larry
 O. Spencer,
 and Michael
 D. White
 were each
 elected by
 the
 stockholders
 to a term to
 expire in
 2020 or until
 their
 respective
 successors
 are duly
 elected and
 qualified.

Nominees	Against	Abstain	Broker Non-Votes
Samuel R.			
18,844,076	2,130,164	697,031	6,624,086
Allen Marc			
19,422,865	2,134,234	114,172	6,624,086
Bitzer R.			
49,734,345	1,220,447	716,479	6,624,086

Greg
 Creed
 Gary
 \$9,356,668 2,197,923 116,680 6,624,086
 DiCamillo
 Diane
 \$9,257,299 1,705,777 708,195 6,624,086
 Dietz
 Gerri
 \$0,510,812 1,046,733 113,726 6,624,086
 Elliott
 Michael
 \$8,118,352 2,838,917 714,002 6,624,086
 Johnston
 John
 \$0,444,425 1,117,287 109,559 6,624,086
 Liu
 James
 \$0,392,351 1,166,240 112,680 6,624,086
 Loree
 Harish
 \$8,921,357 2,035,476 714,438 6,624,086
 Mahwani
 William
 \$9,675,483 1,284,645 711,143 6,624,086
 Perez
 Larry
 \$0,634,974 932,057 104,240 6,624,086
 Spencer
 Michael
 \$9,380,492 2,183,435 107,344 6,624,086
 White

b. The
 stockholders
 approved, on
 an advisory
 (non-binding)
 basis, the
 compensation
 paid to the
 Corporation's
 named
 executive
 officers
 disclosed in
 the Proxy
 Statement,
 including the
 Compensation
 Discussion &

Analysis, the
compensation
tables and
related
disclosure.

For	Against	Abstain	Broker Non-Votes
46,844,063	4,035,006	792,202	6,624,086

The stockholders ratified the appointment of Ernst & Young LLP as the Corporation's independent registered public
c. accounting firm for 2019.

For	Against	Abstain
55,284,081	2,913,648	97,628

Item 8.01. Other Events.

On April 15, 2019, the Corporation issued a press release announcing that the Corporation's Board of Directors approved an increase in the Corporation's quarterly dividend from \$1.15 per share to \$1.20 per share, effective for the dividend payable June 15, 2019, to stockholders of record at the close of business on May 17, 2019.

Website Disclosure

We routinely post important information for investors on our website, whirlpoolcorp.com, in the "Investors" section. We also intend to update the Hot Topics Q&A portion of this webpage as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors should monitor the Investors section of our website, in addition to following our press releases, SEC filings, public conference calls, presentations and webcasts. The information contained on, or that may be accessed through, our webpage is not incorporated by reference into, and is not a part of, this document.

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: April 18, 2019

WHIRLPOOL CORPORATION

By: /s/ BRIDGET K. QUINN

Name: Bridget K. Quinn

Title: Assistant General Counsel and Corporate Secretary