ILLINOIS TOOL WORKS INC Form 8-K May 10, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549	SION	
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 Report	ted): May 4, 2018	
ILLINOIS TOOL WORKS INC. (Exact name of registrant as specified in its ch	harter)	
Delaware (State or other jurisdiction of incorporation)	1-4797 (Commission File No.)	36-1258310 (I.R.S. Employer Identification No.)
155 Harlem Avenue, Glenview, IL (Address of principal executive offices)		60025 (Zip Code)
Registrant's telephone number, including area	a code: 847-724-7500	
Not Applicable (Former name or former address, if changed s	since last report.)	
Indicate by check mark whether the registrant Act of 1933 (§230.405 of this chapter) or Rul chapter).		company as defined in Rule 405 of the Securitie Exchange Act of 1934 (§240.12b-2 of this
Emerging growth company []		
		ant has elected not to use the extended transition and ards provided pursuant to Section 13(a) of the
Check the appropriate box below if the Form the registrant under any of the following prov [] Written communications pursuant to Rule 4 [] Soliciting material pursuant to Rule 14a-12	risions: 425 under the Securities	

	[]	Pre-commencement communications	pursuant to Rule 14d-2(b)	under the Exchange Act	(17 CFR 240.14d-2	20	b)
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^[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.14e-2(b))

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

The annual meeting of the stockholders of the Company was held on May 4, 2018 for the purposes of (i) electing the eleven directors named in the Company's proxy statement to hold office until the next annual meeting of stockholders; (ii) ratifying the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2018 fiscal year; (iii) approving, on an advisory basis, a resolution approving executive compensation of the named executive officers as disclosed in the proxy statement; (iv) considering a stockholder proposal to change the threshold to call special stockholder meetings; and (v) considering a stockholder proposal to set company-wide greenhouse gas emissions targets.

All eleven nominees for director as named in the Company's proxy statement for the meeting were elected by the votes set forth in the table below.

	FOR	AGAINST	CABSTAIN	Broker Non-Votes				
Election of Directors								
Daniel J. Brutto	268,208,651	939,684	418,644	34,327,657				
Susan Crown	265,343,498	3,824,405	399,076	34,327,657				
James W. Griffith	267,698,250	1,443,405	425,324	34,327,657				
Jay L. Henderson	268,014,577	1,142,478	409,924	34,327,657				
Richard H. Lenny	266,143,349	2,840,018	583,612	34,327,657				
E. Scott Santi	260,350,738	37,853,432	1,362,809	34,327,657				
James A. Skinner	260,940,698	37,797,785	828,496	34,327,657				
David B. Smith, Jr.	267,729,964	1,458,300	378,715	34,327,657				
Pamela B. Strobel	268,412,241	776,229	378,509	34,327,657				
Kevin M. Warren	267,641,727	1,546,792	378,460	34,327,657				
Anré D. Williams	267,734,755	1,458,754	373,470	34,327,657				

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2018 fiscal year was ratified by the vote set forth in the table below.

FOR AGAINST ABSTAIN Broker Non-Votes Ratification of independent registered public accounting firm 299,683,9533,665,329 545,354 N/A

A Company proposal requesting that stockholders approve a non-binding resolution approving the compensation of the Company's named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission under "Compensation Discussion & Analysis," the Summary Compensation Table, the related compensation tables and the related narrative disclosures, in the March 23, 2018 proxy statement, passed with the following vote.

FOR AGAINST ABSTAIN Broker Non-Votes Advisory vote to approve executive compensation 256,339,869 12,051,897 1,175,213 34,327,657

The stockholder proposal to change the ownership threshold to call special stockholder meetings was defeated by the vote set forth in the table below.

FOR AGAINST ABSTAIN $\frac{\text{Broker}}{\text{Non-Votes}}$

Change the ownership threshold to call special stockholder meetings

101,235,253165,917,3902,414,336 34,327,657

The stockholder proposal to set Company-wide greenhouse gas emissions targets was defeated by the vote set forth in the table below.

FOR AGAINST ABSTAINBroker Non-Votes Set Company-wide greenhouse gas emissions targets 65,552,115201,142,9112,871,953 34,327,657

SIGNATURES

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

ILLINOIS TOOL WORKS INC.

Dated: May 10, 2018 By: /s/ Norman D. Finch Jr. Norman D. Finch Jr.

Senior Vice President, General Counsel and Secretary