

SERVICE CORP INTERNATIONAL  
Form 8-K  
May 15, 2017

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 10, 2017

Service Corporation International  
(Exact name of registrant as specified in its charter)

Texas 1-6402-1 74-1488375  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

1929 Allen Parkway Houston, Texas 77019  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (713) 522-5141

(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 240.13a-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the Annual Meeting of Shareholders of Service Corporation International (the “Company” or “SCI”) held on May 10, 2017, shareholders approved the Company’s Amended and Restated 2016 Equity Incentive Plan, including an increase of up to 410,000 shares authorized under such plan. A detailed summary of the plan is set forth in the Company’s proxy statement filed with the Securities and Exchange Commission on March 30, 2017 (the “Proxy Statement”). The description of the plan in the Proxy Statement is qualified in its entirety by reference to the full text of the plan; a copy of the Company’s Amended and Restated 2016 Equity Incentive Plan was filed as Annex C to the Proxy Statement, and such Annex C is incorporated by reference as an exhibit to this Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 10, 2017, SCI held an annual meeting of shareholders and the shareholders voted on seven proposals as set forth below.

Proposal 1: Election of Directors.

The shareholders cast their votes as follows and elected three directors.

| Nominee                | Votes       |                      | Abstentions | Broker     |  |
|------------------------|-------------|----------------------|-------------|------------|--|
|                        | For         | Against/<br>Withheld |             | Non-Votes  |  |
| Thomas L. Ryan         | 144,751,604 | 8,450,086            | 0           | 16,740,533 |  |
| Clifton H. Morris, Jr. | 125,070,023 | 28,131,667           | 0           | 16,740,533 |  |
| W. Blair Waltrip       | 141,238,153 | 11,963,537           | 0           | 16,740,533 |  |

Proposal 2: Approval of the selection of PricewaterhouseCoopers LLP as the Company's registered public accounting firm for fiscal 2017.

The shareholders approved the proposal by casting their votes as follows.

| Votes For   | Votes Against | Abstentions | Broker | Non-Votes |
|-------------|---------------|-------------|--------|-----------|
| 164,728,615 | 4,817,154     | 396,454     | 0      |           |

Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation.

The shareholders approved the proposal by casting their votes as follows.

| Votes For   | Votes Against | Abstentions | Broker     | Non-Votes |
|-------------|---------------|-------------|------------|-----------|
| 139,036,048 | 13,620,923    | 544,719     | 16,740,533 |           |

Proposal 4: Frequency of Advisory Vote to Approve Named Executive Officer Compensation.

The shareholders cast their votes as follows.

|             |           |             |             |                  |
|-------------|-----------|-------------|-------------|------------------|
| One Year    | Two Years | Three Years | Abstentions | Broker Non-Votes |
| 133,974,038 | 335,845   | 18,443,005  | 448,802     | 16,740,533       |

In accordance with such vote, the Company has decided to include annually an advisory shareholder vote on the compensation of executives in its proxy materials until the next required vote on the frequency of shareholder votes on the compensation of executives.

Proposal 5: Approval of the Amended and Reinstated 2016 Equity Incentive Plan.

The shareholders approved the proposal by casting their votes as follows.

|             |               |             |                  |
|-------------|---------------|-------------|------------------|
| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 144,872,804 | 7,824,834     | 504,052     | 16,740,533       |

Proposal 6: Shareholder Proposal to Require an Independent Board Chairman.

The shareholders cast their votes as follows. The proposal failed because a majority of the shares were voted against the proposal.

|            |               |             |                  |
|------------|---------------|-------------|------------------|
| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
| 55,046,356 | 97,622,955    | 532,379     | 16,740,533       |

Proposal 7: Shareholder Proposal to Adopt Simple Majority Voting.

The shareholders approved the proposal by casting their votes as follows.

|             |               |             |                  |
|-------------|---------------|-------------|------------------|
| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 115,733,051 | 39,916,107    | 552,532     | 16,740,533       |

Item 9.01 Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Amended and Restated 2016 Equity Incentive Plan. (Incorporated by reference to Annex C to Proxy Statement for the 2017 annual meeting of shareholders). |

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.

May 15, 2017      Service Corporation  
International

By:      /s/ Gregory T.  
Sangalis  
Gregory T.  
Sangalis  
Senior Vice  
President  
General  
Counsel and  
Secretary