

CHEVRON CORP
Form 8-K
June 01, 2016

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 25, 2016

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

| | | |
|--|-----------------------------|---|
| Delaware | 001-00368 | 94-0890210 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

6001 Bollinger Canyon Road,
San Ramon, CA 94583
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (925) 842-1000

None
(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 obligations 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.

(a) The 2016 Annual Meeting of Stockholders of Chevron Corporation (“Chevron”) was held on Wednesday, May 25, 2016.

Chevron stockholders voted on the matters set forth below, with final voting results indicated. For the election of Directors in an uncontested election, each nominee who received a majority of votes cast (i.e., the number of shares voted for exceeded the number of shares voted against, excluding abstentions) was elected a Director. All other items were approved if the number of shares voted for exceeded the number of shares voted against, excluding abstentions.

All nominees for election to the Chevron Board of Directors (1) (“Board”) were elected, each for a one-year term, based upon the following votes:

| Nominee | Votes For | Percentage | Votes Against | Abstentions | Broker Non-Votes |
|------------------|---------------|------------|---------------|-------------|------------------|
| L.F. Deily | 1,277,589,669 | 98.9% | 14,717,426 | 6,202,591 | 346,879,418 |
| R.E. Denham | 1,218,042,215 | 94.3% | 74,310,898 | 6,156,573 | 346,879,418 |
| A.P. Gast | 1,279,323,000 | 99.0% | 12,974,225 | 6,212,461 | 346,879,418 |
| E. Hernandez Jr. | 1,210,735,712 | 94.4% | 71,795,137 | 6,978,837 | 346,879,418 |
| J.M. Hunt Jr. | 1,277,072,495 | 98.8% | 15,386,193 | 6,050,998 | 346,879,418 |
| C.W. Mohr IV | 1,279,830,691 | 99.0% | 12,547,162 | 6,131,833 | 346,879,418 |
| J.G. Stumpf | 1,204,314,035 | 93.2% | 88,220,031 | 5,975,620 | 346,879,418 |
| R.D. Sugar | 1,214,361,334 | 94.0% | 77,961,468 | 6,186,884 | 346,879,418 |
| I.G. Thulin | 1,237,446,347 | 95.8% | 54,882,577 | 6,180,762 | 346,879,418 |
| J.S. Watson | 1,237,672,781 | 95.9% | 53,366,446 | 7,470,459 | 346,879,418 |

The Board’s proposal to ratify the appointment of PricewaterhouseCoopers LLP as Chevron’s independent registered public accounting firm for 2016 was approved based upon the following votes:

| | | |
|-----------|---------------|-------|
| Votes For | 1,621,516,838 | 99.0% |
| | 17,098,326 | 1.0% |

Votes

Against

Abstentions

Brokers were permitted to cast stockholder non-votes (i.e., uninstructed shares) at their discretion on this proposal item and such non-votes are reflected in the votes for or against or abstentions.

Broker

Non-Votes

The Board's proposal for stockholders to approve, on an advisory basis, the (3) compensation of Chevron's named executive officers was approved based upon the following votes:

Votes For 689,522,051 53.6%

Votes Against 597,952,684 46.4%

Abstentions 34,879,418

Broker

Non-Votes 346,879,418

Amendment to
 Non-Employee
 Directors' Equity
 (4) Compensation and
 Deferral Plan was
 approved based upon
 the following votes:

Votes
 For 1,153,082,157 89.7%

Votes
 Against 132,689,819 10.3%

Abstentions 2,737,710

Broker
 Non-Votes 346,879,418

The stockholder
 proposal regarding
 report on lobbying
 (5) was not approved
 based upon the
 following votes:

Votes
 For 331,139,816 27.4%

Votes
 Against 876,009,660 72.6%

Abstentions 91,360,210

Broker
 Non-Votes 346,879,418

The stockholder
 proposal regarding
 targets for reducing
 (6) greenhouse gas
 emissions was not
 approved based upon
 the following votes:

Votes
 For 94,451,794 7.9%

Votes
 Against 1,094,951,664 92.1%

Abstentions 109,106,228

Broker
 Non-Votes 346,879,418

(7) The stockholder
 proposal regarding
 report on climate
 change impact
 assessment was not

approved based
upon the following
votes:

Votes
For 489,447,105 40.8%

Votes
Against 711,377,843 59.2%

Abstentions 97,684,738

Broker
Non-Votes 346,879,418

The stockholder
proposal regarding
(8) report on reserve
replacements was not
approved based upon
the following votes:

Votes
For 80,650,737 6.8%

Votes
Against 1,103,444,752 93.2%

Abstentions 144,197

Broker
Non-Votes 346,879,418

The stockholder
proposal regarding a
(9) dividend policy was
not approved based
upon the following
votes:

Votes
For 43,156,321 3.5%

Votes
Against 1,195,141,942 96.5%

Abstentions 60,214

Broker
Non-Votes 346,879,418

The stockholder proposal regarding report on shale (10)energy operations was not approved based upon the following votes:

Votes For 365,426,831 30.7%

Votes Against 825,867,000 69.3%

Abstentions 107,015,855

Broker Non-Votes 346,879,418

(11) The stockholder proposal regarding an independent director with environmental expertise was not approved based upon the following votes:

Votes For 235,500,009 18.8%

Votes Against 1,017,826,911 81.2%

Abstentions 45,182,766

Broker Non-Votes 346,879,418

(12) The stockholder proposal regarding special meetings was not approved based upon the following votes:

Votes For 378,540,311 29.5%

Votes Against 905,212,627 70.5%

Abstentions 14,756,748

Broker Non-Votes 346,879,418

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.

CHEVRON CORPORATION

Dated: June 1, 2016 By/S/ CHRISTOPHER A. BUTNER

Christopher A. Butner,
Assistant Secretary