

VERIZON COMMUNICATIONS INC
Form 8-K
May 08, 2018

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: May 3, 2018

(Date of earliest event reported)

Verizon Communications Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8606
(Commission File Number)

23-2259884
(I.R.S. Employer Identification No.)

1095 Avenue of the Americas

New York, New York

(Address of principal executive offices)

10036

(Zip Code)

Registrant's telephone number, including area code: (212) 395-1000

Not Applicable

(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))

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 or 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.

At the 2018 Annual Meeting held on May 3, 2018, the following items were submitted to a vote of shareholders.

The number of common shares present at the meeting was 3,580,896,133 or 86.67% of the common shares outstanding on March 5, 2018, the record date for the meeting.

(a) The following nominees were elected to serve on the Board of Directors:

| Name of Nominee | Votes Cast For | Votes Cast Against | Abstentions | Non-Votes |
|------------------------|-----------------------|---------------------------|--------------------|------------------|
| Shellye L. Archambeau | 2,720,764,867 | 73,237,708 | 15,899,642 | 770,993,916 |
| Mark T. Bertolini | 2,748,836,503 | 44,242,603 | 16,823,111 | 770,993,916 |
| Richard L. Carrión | 2,669,129,491 | 123,618,031 | 17,154,695 | 770,993,916 |
| Melanie L. Healey | 2,717,517,143 | 76,710,031 | 15,675,043 | 770,993,916 |
| M. Frances Keeth | 2,696,014,088 | 83,036,464 | 30,851,665 | 770,993,916 |
| Lowell C. McAdam | 2,602,599,245 | 183,107,193 | 24,195,779 | 770,993,916 |
| Clarence Otis, Jr. | 2,675,971,471 | 117,334,379 | 16,596,367 | 770,993,916 |
| Rodney E. Slater | 2,728,047,275 | 64,711,141 | 17,143,801 | 770,993,916 |
| Kathryn A. Tesija | 2,722,373,740 | 71,415,635 | 16,112,842 | 770,993,916 |
| Gregory D. Wasson | 2,710,909,533 | 81,296,444 | 17,696,240 | 770,993,916 |
| Gregory G. Weaver | 2,747,593,550 | 45,207,943 | 17,100,724 | 770,993,916 |

(b) The appointment of Ernst & Young LLP as independent registered public accounting firm for 2018 was ratified with 3,479,072,881 votes for, 85,849,370 votes against and 15,973,882 abstentions.

(c) The proposal regarding the Advisory Vote to Approve Executive Compensation was approved with 2,556,509,333 votes for, 229,990,978 votes against, 23,401,906 abstentions and 770,993,916 broker non-votes.

(d) The shareholder proposal regarding Special Shareowner Meetings was defeated with 1,279,496,579 votes for, 1,502,503,878 votes against, 27,901,760 abstentions and 770,993,916 broker non-votes.

(e) The shareholder proposal regarding a Lobbying Activities Report was defeated with 987,736,213 votes for, 1,738,560,135 votes against, 83,605,869 abstentions and 770,993,916 broker non-votes.

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- (f) The shareholder proposal regarding an Independent Chair was defeated with 1,325,294,054 votes for, 1,457,801,872 votes against, 26,806,291 abstentions and 770,993,916 broker non-votes.

- (g) The shareholder proposal regarding a Report on Cyber Security and Data Privacy was defeated with 318,163,598 votes for, 2,432,624,978 votes against, 59,113,641 abstentions and 770,993,916 broker non-votes.

- (h) The shareholder proposal regarding the Executive Compensation Clawback Policy was defeated with 984,107,478 votes for, 1,796,694,289 votes against, 29,100,450 abstentions and 770,993,916 broker non-votes.

- (i) The shareholder proposal regarding Nonqualified Savings Plan Earnings was defeated with 777,958,649 votes for, 1,997,973,877 votes against, 33,969,691 abstentions and 770,993,916 broker non-votes.

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, thereunto duly authorized.

Verizon Communications Inc.
(Registrant)

Date: May 8, 2018

/s/ William L. Horton, Jr.
William L. Horton, Jr.

Senior Vice President, Deputy General Counsel and

Corporate Secretary