

KLA TENCOR CORP
Form 8-K
November 05, 2015

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): November 4, 2015

KLA-TENCOR CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 000-09992 (Commission File Number) | 04-2564110 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|--|

| | |
|--|---------------------|
| One Technology Drive, Milpitas, California (Address of principal executive offices) | 95035 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (408) 875-3000

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

KLA-Tencor Corporation (the “Company”) held its fiscal year 2015 Annual Meeting of Stockholders (the “2015 Annual Meeting”) on November 4, 2015. Of the 156,594,180 shares of the Company’s common stock outstanding as of September 15, 2015 (the record date), 145,629,156 shares, or 93.0%, were present or represented by proxy at the 2015 Annual Meeting. Three proposals were considered at the 2015 Annual Meeting.

Proposal One. At the 2015 Annual Meeting, the stockholders elected the eight candidates nominated by the Company’s Board of Directors to serve as directors for one-year terms, each until his or her successor is duly elected. The table below presents the results of the election:

| Name | For | Against | Abstentions | Broker Non-Votes |
|---------------------|-------------|-----------|-------------|------------------|
| Edward W. Barnholt | 123,368,914 | 9,498,417 | 209,648 | 12,552,177 |
| Robert M. Calderoni | 131,441,899 | 1,453,162 | 181,918 | 12,552,177 |
| John T. Dickson | 131,548,991 | 1,342,461 | 185,527 | 12,552,177 |
| Emiko Higashi | 132,764,004 | 125,707 | 187,268 | 12,552,177 |
| Kevin J. Kennedy | 132,724,378 | 166,035 | 186,566 | 12,552,177 |
| Gary B. Moore | 132,732,572 | 157,528 | 186,879 | 12,552,177 |
| Kiran M. Patel | 132,717,543 | 178,078 | 181,358 | 12,552,177 |
| Robert A. Rango | 132,743,697 | 147,829 | 185,453 | 12,552,177 |
| Richard P. Wallace | 132,763,709 | 128,985 | 184,285 | 12,552,177 |
| David C. Wang | 132,732,160 | 137,820 | 206,999 | 12,552,177 |

Proposal Two. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2016. The table below presents the voting results on this proposal:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|---------|-------------|------------------|
| 144,417,248 | 970,920 | 240,988 | 0 |

Proposal Three. The stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s Proxy Statement for the 2015 Annual Meeting. The table below presents the voting results on this proposal:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 129,059,203 | 3,398,065 | 619,711 | 12,552,177 |

SIGNATURES

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

KLA-TENCOR CORPORATION

Date: November 5, 2015

By: /s/ TERI A. LITTLE
Name: Teri A. Little
Title: Senior Vice President and General Counsel