

ILLINOIS TOOL WORKS INC
Form 8-K
May 07, 2014

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 2, 2014

ILLINOIS TOOL WORKS INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|---------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 1-4797 (Commission File No.) | 36-1258310 (I.R.S. Employer Identification No.) |
|--|---------------------------------|--|

| | |
|---|--------------------------|
| 3600 West Lake Avenue, Glenview, IL (Address of principal executive offices) | 60026-1215 (Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: 847-724-7500

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))

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 2, 2014 for the purposes of (i) electing the twelve 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 2014 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) approving amendments to the Company's Restated Certificate of Incorporation to eliminate supermajority voting requirements; and (v) approving amendments to the Company's Restated Certificate of Incorporation to eliminate provisions regarding Board size.

All twelve 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 | ABSTENTIONS | Broker Non-Votes |
|-----------------------|-------------|-----------|-------------|------------------|
| Election of Directors | | | | |
| Daniel J. Brutto | 327,725,870 | 608,282 | 493,828 | 38,460,319 |
| Susan Crown | 325,808,051 | 2,373,079 | 646,850 | 38,460,319 |
| Don H. Davis, Jr. | 326,380,501 | 1,912,480 | 534,999 | 38,460,319 |
| James W. Griffith | 327,313,478 | 1,018,850 | 495,652 | 38,460,319 |
| Robert C. McCormack | 324,977,154 | 3,315,530 | 535,296 | 38,460,319 |
| Robert S. Morrison | 326,312,338 | 1,988,082 | 527,560 | 38,460,319 |
| E. Scott Santi | 327,204,296 | 1,174,171 | 449,513 | 38,460,319 |
| James A. Skinner | 327,413,845 | 926,835 | 487,300 | 38,460,319 |
| David B. Smith, Jr. | 327,296,457 | 951,112 | 580,411 | 38,460,319 |
| Pamela B. Strobel | 327,760,188 | 584,118 | 483,674 | 38,460,319 |
| Kevin M. Warren | 327,385,260 | 932,747 | 509,973 | 38,460,319 |
| Anré D. Williams | 327,685,356 | 633,974 | 508,650 | 38,460,319 |

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2014 fiscal year was ratified by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | Broker Non-Vote |
|---|-------------|-----------|-------------|-----------------|
| Ratification of independent registered public accounting firm | 363,721,296 | 2,696,425 | 870,578 | 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 21, 2014 proxy statement, passed with the following votes.

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| | FOR | AGAINST | ABSTENTIONS | Broker Non-Vote |
|--|-------------|-----------|-------------|-----------------|
| Advisory vote to approve executive compensation | 318,224,582 | 7,773,612 | 2,829,786 | 38,460,319 |
| Amendment to eliminate supermajority voting requirements was approved by the votes set forth in the table below. | | | | |
| | FOR | AGAINST | ABSTENTIONS | Broker Non-Vote |
| Amendment to eliminate supermajority voting requirements | 323,393,996 | 2,874,698 | 2,559,286 | 38,460,319 |
| Amendment to eliminate provisions regarding Board size approved by the votes set forth in the table below. | | | | |
| | FOR | AGAINST | ABSTENTIONS | Broker Non-Vote |
| Amendment to eliminate provisions regarding Board size | 323,175,859 | 3,152,956 | 2,499,165 | 38,460,319 |

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 7, 2014

By: /s/Maria C. Green
Maria C. Green
Senior Vice President, General Counsel & Secretary