

SOUTHERN COPPER CORP/
Form 8-K
April 27, 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 (Date of earliest event reported): **April 27, 2018 (April 26, 2018)**

SOUTHERN COPPER CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-14066
(Commission File Number)

13-3849074
(IRS Employer
Identification Number)

1440 E. Missouri Ave., Suite 160, Phoenix, AZ 85014

(Address of principal executive offices, including zip code)

(602) 264-1375

(Registrant's telephone number, including area code)

Not Applicable

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(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 (see General Instruction A.2. below):

- 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 for 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

On April 26, 2018, Southern Copper Corporation (the Company or SCC), held its 2018 Annual Meeting of Stockholders. The total outstanding voting securities eligible to vote were 773,028,469 shares of Common Stock. 753,115,311 shares, constituting approximately 97.42 % of the total outstanding shares eligible to vote at the meeting, were present in person or by proxy. The stockholders were asked to take the following actions:

1. To elect our eleven directors, who will serve until the 2019 annual meeting.
2. To approve the amendments to the Company's Directors' Stock Award Plan and the extension of the term of the plan for five years.
3. To ratify the selection by the Audit Committee of the Board of Directors of Galaz, Yamazaki, Ruiz Urquiza S.C., a member firm of Deloitte Touche Tohmatsu Limited, as our independent accountants for calendar year 2018.
4. To approve, by non-binding advisory vote, our executive compensation.

PROPOSAL 1 ELECTION OF DIRECTORS

The results of the vote were as follows:

| Name | Number of Shares | | Broker Non-Votes |
|-----------------------------------|------------------|------------|------------------|
| | For | Withheld | |
| Germán Larrea Mota-Velasco | 680,950,903 | 30,191,086 | 41,973,321 |
| Oscar González Rocha | 685,841,860 | 25,300,130 | 41,973,321 |
| Vicente Ariztegui Andreve | 710,595,419 | 546,570 | 41,973,321 |
| Alfredo Casar Pérez | 703,872,527 | 7,269,463 | 41,973,321 |
| Enrique Castillo Sánchez Mejorada | 706,956,930 | 4,185,060 | 41,973,321 |
| Xavier García de Quevedo Topete | 683,819,489 | 27,322,500 | 41,973,321 |
| Rafael Mac Gregor Anciola | 710,139,612 | 1,002,377 | 41,973,321 |
| Daniel Muñiz Quintanilla | 708,812,476 | 2,329,513 | 41,973,321 |
| Luis Miguel Palomino Bonilla | 703,069,805 | 8,072,185 | 41,973,321 |
| Gilberto Perezalonso Cifuentes | 680,814,728 | 30,327,261 | 41,973,321 |
| Carlos Ruiz Sacristán | 703,263,681 | 7,878,308 | 41,973,321 |

PROPOSAL 2 APPROVAL OF AMENDMENTS TO THE COMPANY'S DIRECTORS' STOCK AWARD PLAN AND THE EXTENSION OF THE TERM OF THE PLAN FOR FIVE YEARS

The results of the vote were as follows:

| Number of Votes (1 vote per share) | | | |
|------------------------------------|---------------------|---------|----------------------|
| In Favor of Adoption | Against Adoption | Abstain | Broker Non- Votes |
| 709,319,501 | 1,621,991 | 200,497 | 41,973,321 |

PROPOSAL 3 APPROVAL OF THE APPOINTMENT OF SCC s INDEPENDENT PUBLIC ACCOUNTANTS

The results of the vote were as follows:

| Number of Votes (1 vote per share) | | | |
|------------------------------------|-----------|---------|------------------|
| In Favor | Against | Abstain | Broker Non-Votes |
| 751,485,386 | 1,420,253 | 209,556 | N/A |

PROPOSAL 4 APPROVAL, BY NON-BINDING VOTE, OF SCC s EXECUTIVE COMPENSATION

The results of the vote were as follows:

| | Number of Votes (1 vote per share) | | | |
|-------------------------|------------------------------------|---------|----------------------|--|
| In Favor of Adoption | Against Adoption | Abstain | Broker Non- Votes | |
| 708,198,627 | 2,699,911 | 243,451 | 41,973,321 | |

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.

SOUTHERN COPPER CORPORATION

| | |
|--------|----------------------------------|
| By: | <i>/s/ Andres Carlos Ferrero</i> |
| Name: | Andres Carlos Ferrero |
| Title: | General Counsel |

Date: April 27, 2018