

LAM RESEARCH CORP  
Form 8-K  
November 08, 2018

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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 6, 2018

LAM RESEARCH CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware                                      0-12933                      94-2634797  
(State or Other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)                      File Number)   Identification Number)  
4650 Cushing Parkway  
Fremont, California 94538  
(Address of principal executive offices including zip code)  
(510) 572-0200  
(Registrant's telephone number, including area code)  
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 (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 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.
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## Item 5.07. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders was held at the principal office of the Company at 4650 Cushing Parkway, Fremont, California 94538 on November 6, 2018.

The results of voting on the following items were as set forth below:

(a) The votes for nominated directors, to serve until the next annual meeting of stockholders, and until their successors are elected and qualified, were as follows:

| NOMINEE                  | % OF<br>VOTES<br>CAST FOR | FOR         | WITHHELD   | BROKER<br>NON-VOTES |
|--------------------------|---------------------------|-------------|------------|---------------------|
| Martin B. Anstice        | 99.82%                    | 113,709,918 | 210,174    | 20,404,960          |
| Eric K. Brandt           | 95.95%                    | 109,309,462 | 4,610,630  | 20,404,960          |
| Michael R. Cannon        | 99.75%                    | 113,637,829 | 282,263    | 20,404,960          |
| Youssef A. El-Mansy      | 99.76%                    | 113,648,883 | 271,209    | 20,404,960          |
| Christine A. Heckart     | 99.81%                    | 113,707,934 | 212,158    | 20,404,960          |
| Catherine P. Lego        | 98.75%                    | 112,491,175 | 1,428,917  | 20,404,960          |
| Stephen G. Newberry      | 99.12%                    | 112,921,912 | 998,180    | 20,404,960          |
| Abhijit Y. Talwalkar     | 98.68%                    | 112,422,008 | 1,498,084  | 20,404,960          |
| Lih Shyng (Rick L.) Tsai | 78.86%                    | 89,834,460  | 24,085,632 | 20,404,960          |

All director nominees were duly elected.

(b) The vote on a proposal to approve on an advisory basis the compensation of the named executive officers of the Company ("Say on Pay") was as follows:

|                    | % OF<br>VOTES<br>CAST FOR | FOR         | AGAINST   | ABSTAIN | BROKER<br>NON-VOTES |
|--------------------|---------------------------|-------------|-----------|---------|---------------------|
| Total Shares Voted | 91.17%                    | 103,869,340 | 9,830,070 | 220,682 | 20,404,960          |

The proposal was approved.

(c) The vote on a proposal to approve the adoption of the Lam Research Corporation 1999 Employee Stock Purchase Plan, as amended and restated, was as follows:

|                    | % OF<br>VOTES<br>CAST FOR | FOR         | AGAINST   | ABSTAIN | BROKER<br>NON-VOTES |
|--------------------|---------------------------|-------------|-----------|---------|---------------------|
| Total Shares Voted | 98.99%                    | 112,772,509 | 1,010,304 | 137,279 | 20,404,960          |

The proposal was approved.

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(d) The vote on a proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2019 was as follows:

|                    | % OF<br>VOTES<br>CAST FOR | FOR         | AGAINST   | ABSTAIN | BROKER<br>NON-VOTES |
|--------------------|---------------------------|-------------|-----------|---------|---------------------|
| Total Shares Voted | 96.73%                    | 129,936,142 | 4,081,948 | 306,962 | —                   |

The appointment was ratified.

SIGNATURES

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.

Date: November 8, 2018 LAM RESEARCH CORPORATION

(Registrant)

/s/ George M. Schisler, Jr.

George M. Schisler, Jr.

Vice President, Corporate Legal Services