

WASTE MANAGEMENT INC
Form 8-K
May 14, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 14, 2013

Waste Management, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-12154
(Commission

File Number)

73-1309529
(IRS Employer

Identification No.)

1001 Fannin, Suite 4000 Houston, Texas

77002

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone number, including area code: (713) 512-6200

(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.

At the Annual Meeting of Waste Management, Inc. (the Company) held on May 10, 2013, a total of 416,764,976 shares of the Company's common stock, out of a total of 465,847,136 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The proposals set forth below were voted on by the Company's stockholders at the Annual Meeting. Each of the director nominees listed under proposal 1 were elected, and each of proposals 2 and 3 were approved by the Company's stockholders. Each of stockholder proposals 4, 5 and 6 were not approved by the Company's stockholders.

1. Election to the Company's Board of Directors of the following eight director nominees:

| Name | Number of Affirmative Votes | Number of Negative Votes | Abstentions | Broker Non-Votes |
|----------------------|-----------------------------|--------------------------|-------------|------------------|
| Bradbury H. Anderson | 343,019,104 | 2,101,878 | 526,265 | 71,117,729 |
| Frank M. Clark, Jr. | 342,337,848 | 2,785,867 | 523,532 | 71,117,729 |
| Patrick W. Gross | 285,872,344 | 59,154,409 | 620,494 | 71,117,729 |
| Victoria M. Holt | 343,107,549 | 2,029,689 | 510,009 | 71,117,729 |
| John C. Pope | 319,896,845 | 25,225,321 | 525,081 | 71,117,729 |
| W. Robert Reum | 342,728,043 | 2,388,692 | 530,512 | 71,117,729 |
| David P. Steiner | 339,530,802 | 5,446,581 | 669,864 | 71,117,729 |
| Thomas H. Weidemeyer | 343,520,247 | 1,555,866 | 571,134 | 71,117,729 |

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013:

| For | Against | Abstentions |
|-------------|-----------|-------------|
| 412,531,628 | 3,544,973 | 688,375 |

3. Approval, by non-binding vote, of the Company's executive compensation as described in the Company's 2013 proxy statement:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 335,263,964 | 6,947,680 | 3,435,603 | 71,117,729 |

4. Stockholder proposal regarding senior executives holding a significant percentage of equity awards until retirement:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-------------|-------------|------------------|
| 98,993,709 | 245,301,106 | 1,352,432 | 71,117,729 |

5. Stockholder proposal regarding disclosure of political contributions:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-------------|-------------|------------------|
| 112,268,494 | 187,590,557 | 45,788,196 | 71,117,729 |

6. Stockholder proposal regarding compensation benchmarking cap:

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| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 75,223,420 | 267,841,807 | 2,582,020 | 71,117,729 |

SIGNATURES

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

WASTE MANAGEMENT, INC.

Date: May 14, 2013

By: */s/ Rick L Wittenbraker*
Rick L Wittenbraker
Senior Vice President, General Counsel