

TENNECO INC  
Form 8-K  
May 13, 2015

**UNITED STATES**  
**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 13, 2015 (May 13, 2015)**

**TENNECO INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**

**1-12387**

**76-0515284**  
**(IRS Employer)**

**(State or Other Jurisdiction  
of Incorporation)**

**(Commission  
File Number)**

**Identification No.)**

**500 NORTH FIELD DRIVE, LAKE FOREST,  
ILLINOIS**

**60045**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (847) 482-5000**

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.**

On May 13, 2015, Tenneco Inc. (the Company) held its 2015 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below. A copy of the press release announcing the voting results is attached as Exhibit 99.1.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee             | Votes For  | Votes Against | Abstentions | Broker Non Votes |
|---------------------|------------|---------------|-------------|------------------|
| Thomas C. Freyman   | 51,835,717 | 42,286        | 537,196     | 2,880,607        |
| Dennis J. Letham    | 51,677,662 | 200,448       | 537,089     | 2,880,607        |
| James S. Metcalf    | 51,677,128 | 201,132       | 536,939     | 2,880,607        |
| Roger B. Porter     | 50,915,876 | 765,408       | 733,915     | 2,880,607        |
| David B. Price, Jr. | 51,473,176 | 404,567       | 537,456     | 2,880,607        |
| Gregg M. Sherrill   | 49,919,662 | 1,930,453     | 565,084     | 2,880,607        |
| Paul T. Stecko      | 51,467,814 | 410,649       | 536,736     | 2,880,607        |
| Jane L. Warner      | 51,667,905 | 211,052       | 536,242     | 2,880,607        |

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the fiscal year 2015 was approved based upon the following votes:

|               |            |
|---------------|------------|
| Votes for     | 55,212,525 |
| Votes against | 70,479     |
| Abstentions   | 12,802     |

There were no broker non-votes for this item.

3. The proposal to approve the compensation of our named executive officers was approved based upon the following advisory, non-binding vote:

|                  |            |
|------------------|------------|
| Votes for        | 49,940,152 |
| Votes against    | 2,398,651  |
| Abstentions      | 76,396     |
| Broker non-votes | 2,880,607  |

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

| Exhibit<br>No. | Description                      |
|----------------|----------------------------------|
| 99.1           | Press release dated May 13, 2015 |

**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.

**TENNECO INC.**

Date: May 13, 2015

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General Counsel  
and Corporate Secretary