

NUCOR CORP  
Form 8-K  
May 17, 2016

**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 13, 2016**

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

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

**1-4119**  
**(Commission)**

**13-1860817**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**1915 Rexford Road, Charlotte, North Carolina**

**28211**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (704) 366-7000**

**N/A**

**(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.**

(a) Nucor Corporation (the Corporation) held its annual meeting of stockholders (the Annual Meeting) on May 13, 2016.

(b) At the Annual Meeting, stockholders elected all eight of the directors nominated by the Board to serve for a term of one year and until their successors are duly elected and qualified. Each director received a greater number of votes cast for his or her election than votes withheld from his or her election as reflected below. The stockholders also ratified the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm for the year ending December 31, 2016. The stockholders did not approve the proposal to amend the Corporation's Restated Certificate of Incorporation to adopt a majority vote standard, eliminate cumulative voting and remove obsolete provisions. The stockholders did not approve the two stockholder proposals presented at the Annual Meeting. For more information on the proposals, see the 2016 Proxy Statement. The final voting results for each of the proposals presented at the Annual Meeting are set forth below.

**1. Election of Directors:**

| Director                  | Votes       | Votes     | Broker     |
|---------------------------|-------------|-----------|------------|
|                           | For         | Withheld  | Non-Votes  |
| John J. Ferriola          | 250,825,317 | 5,376,790 | 31,980,798 |
| Gregory J. Hayes          | 254,388,176 | 1,813,931 | 31,980,798 |
| Victoria F. Haynes, Ph.D. | 251,992,738 | 4,209,369 | 31,980,798 |
| Bernard L. Kasriel        | 254,275,873 | 1,926,234 | 31,980,798 |
| Christopher J. Kearney    | 254,397,186 | 1,804,921 | 31,980,798 |
| Laurette T. Koellner      | 254,388,109 | 1,813,998 | 31,980,798 |
| Raymond J. Milchovich     | 252,976,366 | 3,225,741 | 31,980,798 |
| John H. Walker            | 254,422,647 | 1,779,460 | 31,980,798 |

**2. Ratification of PricewaterhouseCoopers LLP:**

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 285,433,329 | 2,323,007     | 426,569     |

**3. Approval of the amendment of the Corporation's Restated Certificate of Incorporation to adopt a majority vote standard, eliminate cumulate voting and remove obsolete provisions:**

| Votes For   | Votes Against | Abstentions | Broker     |
|-------------|---------------|-------------|------------|
|             |               |             | Non-Votes  |
| 246,031,826 | 9,768,902     | 401,379     | 31,980,798 |

**4. Stockholder proposal regarding report on lobbying activities and corporate spending on model legislation:**

|                  |                      |                    | <b>Broker</b>    |
|------------------|----------------------|--------------------|------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
| 73,923,115       | 154,488,235          | 27,790,757         | 31,980,798       |

**5. Stockholder proposal regarding greenhouse gas emissions:**

|                  |                      |                    | <b>Broker</b>    |
|------------------|----------------------|--------------------|------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
| 62,296,603       | 164,758,566          | 29,146,938         | 31,980,798       |

**SIGNATURE**

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.

**NUCOR CORPORATION**

Date: May 17, 2016

By: /s/ James D. Frias  
James D. Frias  
Chief Financial Officer, Treasurer and  
Executive Vice President