

FORD MOTOR CO  
Form 8-K  
May 19, 2015

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: May 14, 2015  
(Date of earliest event reported)

FORD MOTOR COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-3950  
(Commission File Number)

38-0549190  
(IRS Employer Identification No.)

One American Road, Dearborn, Michigan  
(Address of principal executive offices)

48126  
(Zip Code)

Registrant's telephone number, including area code 313-322-3000

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:

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- 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))
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## Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 14, 2015, our Annual Meeting of Shareholders was held. The matters voted upon and the results of the vote were as follows:

## Proposal One: Election of Directors.

| Nominee                | For           | Against     | Abstained  | Broker Non-Votes |
|------------------------|---------------|-------------|------------|------------------|
| Stephen G. Butler      | 4,699,598,360 | 121,221,389 | 17,870,146 | 1,108,635,891    |
| Kimberly A. Casiano    | 4,685,438,985 | 134,934,416 | 18,318,453 | 1,108,635,891    |
| Anthony F. Earley, Jr. | 4,672,519,541 | 147,211,034 | 18,962,215 | 1,108,635,891    |
| Mark Fields            | 4,772,589,536 | 51,578,509  | 14,514,085 | 1,108,635,891    |
| Edsel B. Ford II       | 4,607,507,182 | 219,366,740 | 11,819,141 | 1,108,635,891    |
| William Clay Ford, Jr. | 4,774,060,671 | 53,345,852  | 11,284,998 | 1,108,635,891    |
| James P. Hackett       | 4,698,676,753 | 120,025,148 | 19,987,994 | 1,108,635,891    |
| James H. Hance, Jr.    | 4,483,381,268 | 335,800,953 | 19,509,198 | 1,108,635,891    |
| William W. Helman IV   | 4,709,685,962 | 109,730,698 | 19,276,103 | 1,108,635,891    |
| Jon M. Huntsman, Jr.   | 4,677,119,970 | 142,022,594 | 19,549,561 | 1,108,635,891    |
| William E. Kennard     | 4,726,252,488 | 92,796,119  | 19,643,245 | 1,108,635,891    |
| John C. Lechleiter     | 4,656,677,227 | 162,571,052 | 19,441,616 | 1,108,635,891    |
| Ellen R. Marram        | 4,658,141,705 | 162,427,633 | 18,121,795 | 1,108,635,891    |
| Gerald L. Shaheen      | 4,554,630,951 | 265,710,192 | 18,350,710 | 1,108,635,891    |
| John L. Thornton       | 4,662,489,584 | 157,729,019 | 18,472,963 | 1,108,635,891    |

Proposal Two: Ratification of the Selection of the Independent Registered Public Accounting Firm. A proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to audit the books of account and other corporate records of the Company for 2015 was adopted with the votes shown:

| For           | Against    | Abstained  | Broker Non-Votes |
|---------------|------------|------------|------------------|
| 5,870,537,548 | 55,128,866 | 21,660,908 | 0                |

Proposal Three: Relating to an Advisory Vote by Shareholders to Approve the Compensation of the Named Executives. A proposal relating to a shareholder advisory vote to approve the compensation of the Named Executives was approved with the votes shown:

| For           | Against     | Abstained  | Broker Non-Votes |
|---------------|-------------|------------|------------------|
| 4,678,418,906 | 136,887,919 | 23,383,880 | 1,108,635,891    |

Proposal Four: Relating to Consideration of a Recapitalization Plan to Provide that All of the Company's Outstanding Stock Have One Vote Per Share. A proposal relating to consideration of a recapitalization plan to provide that all of the Company's outstanding stock have one vote per share was rejected with the votes shown:

| For           | Against       | Abstained  | Broker Non-Votes |
|---------------|---------------|------------|------------------|
| 1,756,351,235 | 3,055,279,616 | 27,054,306 | 1,108,635,891    |

Proposal Five: Relating to Permitting Holders of 20% of Common Stock to Call Special Shareholder Meetings. A proposal relating to allowing holders of 20% of outstanding Common Stock to call special shareholder meetings was rejected with the votes shown:

| For           | Against       | Abstained  | Broker Non-Votes |
|---------------|---------------|------------|------------------|
| 1,270,653,420 | 3,543,618,136 | 24,416,624 | 1,108,635,891    |



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.

FORD MOTOR COMPANY  
(Registrant)

Date: May 19, 2015

By:

/s/ Bradley M. Gayton  
Bradley M. Gayton  
Secretary