

HP INC
Form 8-K
April 07, 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

April 4, 2016
Date of Report (Date of Earliest Event Reported)

HP INC.
(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|-------------|---------------------|
| DELAWARE | 1-4423 | 94-1081436 |
| | (Commission | |
| (State or other jurisdiction | File | (I.R.S. Employer |
| of incorporation) | Number) | Identification No.) |

| | |
|---------------------------------|------------|
| 1501 PAGE MILL ROAD, | 94304 |
| PALO ALTO, CA | |
| (Address of principal executive | (Zip code) |
| offices) | |

(650) 857-1501
(Registrant's telephone number, including area code)

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))

Edgar Filing: HP INC - Form 8-K

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item
5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 4, 2016, the stockholders of HP Inc. (“HP”) approved an amendment to Article VII of HP’s certificate of incorporation to eliminate cumulative voting in director elections (the “Charter Amendment”), which is more fully described in Proposal 4 of the proxy statement for HP’s 2016 annual meeting (the “2016 Annual Meeting”). In connection with the approval of the Charter Amendment, on April 6, 2016, HP filed a Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware. The Charter Amendment is effective as of April 5, 2016. As a result of the Charter Amendment, commencing with the 2017 annual meeting, HP’s stockholders will not be entitled to cumulative voting in the election of directors. The Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item
5.07. Submission of Matters to a Vote of Security Holders.

At the 2016 Annual Meeting, HP’s stockholders voted on the four proposals outlined in HP’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on February 19, 2016 and cast their votes as described below.

Proposal 1

HP’s stockholders elected thirteen individuals to HP’s Board of Directors (“Board of Directors”) for the succeeding year or until their successors are duly qualified and elected as set forth below:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|---------------|------------------|-------------|---------------------|
| Aida M. Alvarez | 1,254,074,962 | 7,292,621 | 1,712,581 | 233,635,368 |
| Shumeet Banerji | 1,252,083,126 | 9,227,992 | 1,769,046 | 233,635,368 |
| Carl Bass | 1,241,583,590 | 19,796,480 | 1,700,094 | 233,635,368 |
| Robert R. Bennett | 1,231,411,034 | 29,823,839 | 1,845,291 | 233,635,368 |
| Charles V. Bergh | 1,253,942,417 | 7,410,160 | 1,727,587 | 233,635,368 |
| Stacy Brown-Philpot | 1,254,278,434 | 7,032,024 | 1,769,706 | 233,635,368 |
| Stephanie A. Burns | 1,249,922,199 | 11,427,565 | 1,730,400 | 233,635,368 |
| Mary Anne Citrino | 1,248,774,319 | 12,661,819 | 1,644,026 | 233,635,368 |
| Rajiv L. Gupta | 1,242,462,697 | 18,955,441 | 1,662,026 | 233,635,368 |
| Stacey Mobley | 1,251,262,087 | 10,087,118 | 1,730,959 | 233,635,368 |
| Subra Suresh | 1,254,147,048 | 7,126,417 | 1,806,699 | 233,635,368 |
| Dion J. Weisler | 1,256,479,140 | 4,992,284 | 1,608,740 | 233,635,368 |
| Margaret C. Whitman | 1,218,713,069 | 43,018,684 | 1,348,411 | 233,635,368 |

Proposal 2

HP’s stockholders ratified the appointment of Ernst & Young LLP as HP’s independent registered public accounting firm for the fiscal year ending October 31, 2016 as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|-------------|------------------|
| 1,475,125,537 | 17,062,564 | 4,527,431 | 0 |

Proposal 3

HP’s stockholders approved the advisory resolution to approve executive compensation as set forth below:

Edgar Filing: HP INC - Form 8-K

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|-------------|------------------|
| 1,203,954,597 | 55,928,285 | 3,197,282 | 233,635,368 |

Proposal 4

HP's stockholders approved an amendment to HP's certificate of incorporation to eliminate cumulative voting in director elections as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|-------------|------------------|
| 1,176,566,282 | 83,966,974 | 2,546,908 | 233,635,368 |

Item 9.01. Financial Statements and Exhibits.

Exhibit Number Description

3.1 Certificate of Amendment to the Certificate of Incorporation of HP Inc.

SIGNATURE

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.

HP INC.

DATE: April 7, 2016 By: /s/ Ruairidh Ross
Name: Ruairidh Ross
Deputy General
Counsel
Title: and Assistant
Secretary

EXHIBIT LIST

Exhibit Number Description

3.1 Certificate of Amendment to the Certificate of Incorporation of HP Inc.

4