

KINDER MORGAN, INC.
Form 8-K
May 14, 2018

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 9, 2018

KINDER MORGAN, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-35081 80-0682103
(State or other jurisdiction Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

1001 Louisiana Street, Suite 1000
Houston, Texas 77002
(Address of principal executive offices, including zip code)

713-369-9000
(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Kinder Morgan, Inc. (“KMI”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”) on May 9, 2018. At the Annual Meeting, a total of 1,996,745,339 shares of KMI’s common stock entitled to vote were present in person or represented by proxy, constituting a quorum for the transaction of business.

At the Annual Meeting, KMI stockholders voted on the following proposals: (1) election of sixteen nominated directors to KMI’s Board of Directors; (2) a proposal to ratify the selection of PricewaterhouseCoopers LLP as KMI’s independent registered public accounting firm for 2018; (3) advisory votes on (a) the approval of the compensation of KMI’s named executive officers, as disclosed in KMI’s proxy statement filed with the Securities and Exchange Commission on March 29, 2018 (the “Proxy Statement”), and (b) the frequency with which KMI will hold an advisory vote on the compensation of KMI’s named executive officers; and (4) three proposals submitted by stockholders, which related to (a) a report on methane emissions, (b) an annual sustainability report and (c) an assessment of the long-term portfolio impacts of scenarios consistent with global climate change policies. Final voting results are presented below.

Proposal One - Election of Directors

KMI stockholders elected sixteen directors, each to serve until KMI’s 2019 annual meeting or, if earlier, the election and qualification of his or her successor.

| Nominee | For | Against | Broker Non-Votes |
|------------------------|---------------|-------------|------------------|
| Richard D. Kinder | 1,597,614,583 | 18,168,631 | 376,873,848 |
| Steven J. Kean | 1,595,877,019 | 19,616,497 | 376,873,848 |
| Kimberly A. Dang | 1,517,521,282 | 97,419,723 | 376,873,848 |
| Ted A. Gardner | 1,456,323,064 | 158,560,387 | 376,873,848 |
| Anthony W. Hall, Jr. | 1,592,438,146 | 22,916,028 | 376,873,848 |
| Gary L. Hultquist | 1,598,074,321 | 17,306,919 | 376,873,848 |
| Ronald L. Kuehn, Jr. | 1,596,813,038 | 18,517,094 | 376,873,848 |
| Deborah A. Macdonald | 1,593,601,467 | 21,801,245 | 376,873,848 |
| Michael C. Morgan | 1,600,746,670 | 14,357,402 | 376,873,848 |
| Arthur C. Reichstetter | 1,596,342,072 | 19,013,085 | 376,873,848 |
| Fayez Sarofim | 1,587,408,636 | 27,944,572 | 376,873,848 |
| C. Park Shaper | 1,600,433,521 | 14,903,997 | 376,873,848 |
| William A. Smith | 1,597,933,448 | 17,411,628 | 376,873,848 |
| Joel V. Staff | 1,594,258,550 | 21,161,399 | 376,873,848 |
| Robert F. Vagt | 1,594,184,234 | 21,187,411 | 376,873,848 |
| Perry M. Waughtal | 1,595,029,876 | 20,361,700 | 376,873,848 |

Proposal Two - Ratification of Selection of PricewaterhouseCoopers LLP

KMI stockholders ratified the selection of PricewaterhouseCoopers LLP as KMI’s independent registered public accounting firm for 2018.

| For | Against | Abstain | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 1,960,119,252 | 31,029,370 | 5,596,717 | — |

Proposal Three -Advisory Vote on Executive Compensation

KMI stockholders approved, on an advisory basis, the compensation of KMI's named executive officers, as disclosed in the Proxy Statement.

| | | | |
|---------------|------------|-----------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 1,557,555,414 | 53,736,859 | 8,579,219 | 376,873,848 |

Proposal Four - Advisory Vote on Frequency of Holding an Advisory Vote on Executive Compensation

KMI stockholders voted, on an advisory basis, to hold an advisory vote on the compensation of KMI's named executive officers every one year.

| | | | | |
|-------------|-----------|-------------|---------|------------------|
| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
| 970,882,103 | 7,814,428 | 635,290,463 | — | 376,873,848 |

KMI will file an amendment to this Current Report on Form 8-K to disclose the KMI Board of Director's decision as to how frequently KMI will include a shareholder advisory vote on executive compensation in its proxy materials.

Proposal Five - Report on Methane Emissions

KMI stockholders did not approve the stockholder proposal relating to a report on methane emissions.

| | | | |
|-------------|-------------|------------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 610,968,410 | 995,398,873 | 13,504,208 | 376,873,848 |

Proposal Six - Annual Sustainability Report

KMI stockholders approved the stockholder proposal relating to an annual sustainability report.

| | | | |
|-------------|-------------|------------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 969,724,003 | 636,687,913 | 13,459,575 | 376,873,848 |

The Board of Directors will take the outcome of the vote on this proposal into consideration in determining any action with respect to the subject matter of the proposal.

Proposal Seven - Assessment of the Long-term Portfolio Impacts of Scenarios Consistent with Global Climate Change Policies

KMI stockholders approved the stockholder proposal relating to an assessment of the long-term portfolio impacts of scenarios consistent with global climate change policies.

| | | | |
|-------------|-------------|------------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 958,932,596 | 648,262,604 | 12,676,292 | 376,873,848 |

The Board of Directors will take the outcome of the vote on this proposal into consideration in determining any action with respect to the subject matter of the proposal.

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.

KINDER MORGAN, INC.

Dated: May 14, 2018 By: /s/ David P. Michels
David P. Michels
Vice President and Chief Financial Officer