

ALASKA AIR GROUP, INC.  
Form 8-K  
May 10, 2017

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

May 4, 2017  
(Date of earliest event reported)

ALASKA AIR GROUP, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-8957                                      91-1292054  
(Commission File Number) (IRS Employer Identification No.)

19300 International Boulevard, Seattle, Washington 98188  
(Address of Principal Executive Offices)                                      (Zip Code)

(206) 392-5040  
(Registrant's Telephone Number, Including Area Code)

(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 (see General Instruction A.2. below):

- 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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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.

(a) Alaska Air Group, Inc.'s (the "Company") Annual Meeting of Stockholders was held on May 4, 2017.

(b) At the Annual Meeting, all 10 director nominees were elected for one-year terms expiring on the date of the Annual Meeting in 2018. The results of the voting in the election of directors were as follows:

Proposal 1. Election of nominees for the Board of Directors:

| Board Nominees        | For        | Against    | Abstain | Broker Non Votes |
|-----------------------|------------|------------|---------|------------------|
| Patricia M. Bedient   | 95,595,298 | 2,131,244  | 64,695  | 11,247,710       |
| Marion C. Blakey      | 97,443,703 | 282,571    | 64,963  | 11,247,710       |
| Phyllis J. Campbell   | 95,413,393 | 2,314,514  | 63,330  | 11,247,710       |
| Dhiren R. Fonseca     | 97,613,619 | 108,678    | 68,940  | 11,247,710       |
| Jessie J. Knight, Jr. | 95,484,809 | 2,238,709  | 67,719  | 11,247,710       |
| Dennis F. Madsen      | 95,407,208 | 2,032,410  | 351,619 | 11,247,710       |
| Helvi K. Sandvik      | 97,617,695 | 105,899    | 67,643  | 11,247,710       |
| J. Kenneth Thompson   | 94,482,924 | 2,953,992  | 354,321 | 11,247,710       |
| Bradley D. Tilden     | 95,443,654 | 2,257,117  | 90,466  | 11,247,710       |
| Eric K. Yeaman        | 86,108,209 | 11,608,647 | 74,381  | 11,247,710       |

The results of voting on Proposals 2 through 6 were as follows:

| A board proposal seeking an advisory vote to approve the            |                 |
|---|-----------------|
| Proposal 2. compensation of the Company's Named Executive Officers: |                 |
|   | Number of Votes |
| For   | 95,443,804      |
| Against   | 2,185,383       |
| Abstain   | 162,050         |
| Broker Non-votes  | 11,247,710      |

Proposal 3. A board proposal seeking the frequency of the advisory vote to

approve the  
compensation  
of the  
Company's  
Named  
Executive  
Officers:

|         | Number of<br>Votes |
|---------|--------------------|
| 1 Year  | 89,937,125         |
| 2 Years | 175,082            |
| 3 Years | 7,572,621          |
| Abstain | 106,409            |

Proposal 4. A board  
proposal  
seeking an  
amendment to  
the Company's  
certificate of  
incorporation to  
increase the  
number of  
authorized  
shares of  
common stock:

|         | Number of<br>Votes |
|---------|--------------------|
| For     | 104,806,421        |
| Against | 3,732,566          |
| Abstain | 499,960            |

Proposal 5. A board proposal seeking ratification of the appointment of KPMG LLP as the Company's independent registered public accountants for fiscal year 2017:

|         | Number of Votes |
|---------|-----------------|
| For     | 107,653,727     |
| Against | 1,283,609       |
| Abstain | 101,611         |

Proposal 6. A shareholder proposal regarding changes to the Company's proxy access bylaw:

|           | Number of Votes |
|-----------|-----------------|
| For       | 22,658,482      |
| Against   | 74,565,735      |
| Abstain   | 567,020         |
| Broker    | 11,247,710      |
| Non-votes |                 |

(d) In light of the voting results on Proposal 3, the Board of Directors has decided that it will include an advisory vote on the compensation of the Company's Named Executive Officers in the proxy materials for its future annual meetings of stockholders on an annual basis until the next required vote on the frequency of future advisory votes on the compensation of the Company's Named Executive Officers, which will occur no later than the Company's annual meeting of stockholders in 2023.

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 thereunto duly authorized.

ALASKA AIR GROUP, INC.

Registrant

Date: May 10, 2017

/s/ Kyle B. Levine  
Kyle B. Levine  
Vice President Legal and General Counsel