

WEYERHAEUSER CO  
Form 8-K  
May 25, 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  
May 19, 2016  
(Date of earliest event report)

WEYERHAEUSER COMPANY  
(Exact name of registrant as specified in charter)

Washington 1-4825 91-0470860  
(State or other jurisdiction of (Commission (IRS Employer  
incorporation or organization) File Number) Identification Number)  
Federal Way, Washington 98063-9777  
(Address of principal executive offices)  
(zip code)  
Registrant's telephone number, including area code:  
(253) 924-2345

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))
-

TABLE OF CONTENTS

|            |   |
|------------|---|
| Item 5.02  | Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;<br>Compensatory Arrangements of Certain Officers. |
| Item 5.07  | Submission of Matters to a Vote of Security Holders   |
| Item 9.01  | Financial Statements and Exhibits   |
| SIGNATURES |   |

---

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS FOR CERTAIN OFFICERS

(e) On May 19, 2016, the Compensation Committee of the Weyerhaeuser Company Board of Directors approved the Amended and Restated Annual Incentive Plan for Salaries Employees (“Plan”). The Plan sets forth the general terms and conditions governing the annual cash bonus incentive plan for salaried employees. Under the terms of the Plan, the Compensation Committee sets the specific performance goals for each plan year and approves the bonus awards payable for each executive officer of the company.

A copy of the Plan is filed as Exhibit 10.1 to this report.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Matters voted upon and votes cast at the annual meeting of shareholders of Weyerhaeuser Company held on Friday, May 20, 2016, were:

The reelection for one-year terms of David P. Bozeman, Mark A. Emmert, Rick R. Holley, John I. Kieckhefer, Sara Grootwassink Lewis, John F. Morgan, Sr., Nicole W. Piasecki, Marc F. Racicot, Lawrence A. Selzer, Doyle R. Simons, D. Michael Steuert, Kim Williams, and Charles R. Williamson to the board of directors.

|                  | For         | Against    | Abstain   | Broker Non-Votes |
|------------------|-------------|------------|-----------|------------------|
| Bozeman .....    | 561,807,005 | 3,153,142  | 1,036,567 | 116,929,368      |
| Emmert .....     | 560,181,088 | 4,756,674  | 1,058,952 | 116,929,368      |
| Holley .....     | 558,369,809 | 6,580,088  | 1,046,817 | 116,929,368      |
| Kieckhefer ..... | 553,249,511 | 11,627,645 | 1,119,558 | 116,929,368      |
| Lewis .....      | 557,261,227 | 7,540,270  | 1,195,217 | 116,929,368      |
| Morgan .....     | 560,232,976 | 4,569,169  | 1,194,569 | 116,929,368      |
| Piasecki .....   | 552,515,999 | 12,462,958 | 1,017,757 | 116,929,368      |
| Racicot .....    | 561,681,037 | 3,119,989  | 1,195,688 | 116,929,368      |
| Selzer .....     | 561,719,715 | 3,122,586  | 1,154,413 | 116,929,368      |
| Simons .....     | 559,396,437 | 5,393,261  | 1,207,016 | 116,929,368      |
| Steuert .....    | 555,870,786 | 9,063,991  | 1,061,937 | 116,929,368      |
| Williams .....   | 559,189,228 | 5,772,608  | 1,034,878 | 116,929,368      |
| Williamson ..... | 554,893,843 | 10,040,394 | 1,062,477 | 116,929,368      |

|  | For         | Against    | Abstain   | Broker Non-Votes |
|--|-------------|------------|-----------|------------------|
| Proposal to approve the advisory (non-binding) resolution relating to executive compensation | 537,561,565 | 25,568,475 | 2,866,674 | 116,929,368      |
| Proposal to approve, on an an advisory basis, the appointment of auditors for 2016           | 674,149,377 | 7,028,330  | 1,748,375 | —                |

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

The following item is filed as an exhibit to this report:

| Exhibit<br>No. | Description   |
|----------------|---|
| 10.1           | Weyerhaeuser Company Amended and Restated Annual Incentive Plan for Salaried Employees (As Amended Effective May 19, 2016). |

---

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 hereunto duly authorized.

WEYERHAEUSER COMPANY

By: /s/ Devin W. Stockfish

Name: Devin W. Stockfish

Its: Senior Vice President, General Counsel and Corporate Secretary

Date: May 25, 2016

---

EXHIBIT INDEX

| Exhibit<br>No. | Description   |
|----------------|---|
| 10.1           | Weyerhaeuser Company Amended and Restated Annual Incentive Plan for Salaried Employees (As Amended Effective May 19, 2016). |