

AbbVie Inc.  
Form 8-K  
May 08, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 4, 2018**

**ABBVIE INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-35565**  
(Commission File Number)

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**32-0375147**  
(IRS Employer  
Identification No.)

**1 North Waukegan Road**  
**North Chicago, Illinois 60064-6400**

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(847) 932-7900**

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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

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

AbbVie Inc. ( AbbVie ) held its Annual Meeting of Stockholders on May 4, 2018. The following is a summary of the matters voted on at that meeting.

(1) The stockholders elected AbbVie's Class III Directors with terms expiring in 2021, as follows:

| Name                | For           | Against    | Broker Non-Votes |
|---------------------|---------------|------------|------------------|
| Roxanne S. Austin   | 1,136,868,599 | 13,161,295 | 260,703,800      |
| Richard A. Gonzalez | 1,115,140,717 | 34,889,177 | 260,703,800      |
| Rebecca B. Roberts  | 1,139,178,279 | 10,851,615 | 260,703,800      |
| Glenn F. Tilton     | 1,129,746,144 | 20,283,750 | 260,703,800      |

(2) The stockholders ratified the appointment of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2018, as follows:

| For           | Against   | Abstain   |
|---------------|-----------|-----------|
| 1,397,789,476 | 9,779,337 | 3,164,881 |

(3) The stockholders approved, on an advisory basis, the compensation of AbbVie's named executive officers listed in the proxy statement for the 2018 annual meeting, as follows:

| For           | Against    | Abstain   | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 1,091,537,665 | 52,278,080 | 6,214,149 | 260,703,800      |

(4) The stockholders approved, on an advisory basis, the frequency of the vote to approve the compensation of AbbVie's named executive officers, as follows:

| 1 Year        | 2 Years   | 3 Years    | Abstain   | Broker Non-Votes |
|---------------|-----------|------------|-----------|------------------|
| 1,119,508,603 | 5,474,102 | 19,509,034 | 5,538,155 | 260,703,800      |

(5) The stockholders did not approve the management proposal regarding amendment of the certificate of incorporation for the annual election of directors, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

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|               |           |           |             |
|---------------|-----------|-----------|-------------|
| 1,142,267,330 | 4,446,678 | 3,315,886 | 260,703,800 |
|---------------|-----------|-----------|-------------|

(6) The stockholders did not approve the management proposal regarding amendment of the certificate of incorporation to eliminate supermajority voting, as follows:

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|-------------------------|
| 1,139,337,651 | 7,165,827      | 3,526,416      | 260,703,800             |

(7) The stockholders did not approve a stockholder proposal to issue a lobbying report, as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 272,992,743 | 848,877,882    | 28,159,269     | 260,703,800             |

(8) The stockholders did not approve a stockholder proposal to separate chair and CEO, as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 441,926,892 | 702,905,620    | 5,197,382      | 260,703,800             |

(9) The stockholders did not approve a stockholder proposal to issue an annual Compensation Committee report on drug pricing, as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 247,879,964 | 887,590,325    | 14,559,605     | 260,703,800             |

**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.

**ABBVIE INC.**

Date: May 8, 2018

By:

*/s/* Laura J. Schumacher

Laura J. Schumacher

Executive Vice President, External Affairs, General  
Counsel and Corporate Secretary