EASTMAN CHEMICAL CO 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 Date of report (Date of earliest event reported): May 4, 2017 EASTMAN CHEMICAL COMPANY (Exact Name of Registrant as Specified in Its Charter)

Delaware1-1262662-1539359(State or Other Jurisdiction<br/>of Incorporation)(Commission File Number)(IRS Employer<br/>Identification No.)

200 South Wilcox Drive, Kingsport, TN 37662 (Address of Principal Executive Offices) (Zip Code)

(Registrant's Telephone Number, Including Area Code): (423) 229-2000

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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))

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 o

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. o

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## Edgar Filing: EASTMAN CHEMICAL CO - Form 8-K

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

The 2017 Annual Meeting of the Stockholders of Eastman Chemical Company (the "Company") was held on May 4, 2017. There were 145,824,877 shares of common stock outstanding and entitled to be voted, and 123,258,513 of those shares (84.53% of the outstanding shares) were represented in person or by proxy, at the Annual Meeting. The proxy statement for the Annual Meeting (the "Proxy Statement") was filed on March 23, 2017.

Five items of business were considered by stockholders at the Annual Meeting:

election of twelve directors to serve until the Annual Meeting of Stockholders in 2018 and until their successors are duly elected and qualified;

advisory vote on executive compensation as disclosed in the Proxy Statement (the "say-on-pay" vote);

the advisory vote on the frequency of future "say-on-pay" votes;

the approval of the 2017 Omnibus Stock Compensation Plan (the "2017 Plan"); and

ratification of the action by the Audit Committee of the Board of Directors appointing PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2017.

The results of the voting on the election of directors were as follows:

$\begin{array}{c ccccc} Humberto P. & 109,924,761 & 1,801,700 & 206,368 & 11,325,684 \\ Alfonso & (98.39\%) & (1.61\%) & (0.14\%) & (7.77\%) \\ \hline Gary E. Anderson & 109,418,199 & 2,312,426 & 202,204 & 11,325,684 \\ (97.93\%) & (2.07\%) & (0.14\%) & (7.77\%) \\ \hline Brett D. Begemann & 109,960,788 & 1,777,449 & 194,592 & 11,325,684 \\ (98.41\%) & (1.59\%) & (0.13\%) & (7.77\%) \\ \hline Michael P. & 94,503,866 & 17,229,402 & 199,561 & 11,325,684 \\ Connors & (84.58\%) & (15.42\%) & (0.13\%) & (7.77\%) \\ \hline Mark J. Costa & 106,680,868 & 4,282,911 & 969,050 & 11,325,684 \\ (96.14\%) & (3.86\%) & (0.66\%) & (7.77\%) \\ \hline Stephen R. & 107,910,035 & 3,704,817 & 317,977 & 11,325,684 \\ Demeritt & (96.68\%) & (3.32\%) & (0.22\%) & (7.77\%) \\ \hline Robert M. & 108,644,396 & 3,087,100 & 201,333 & 11,325,684 \\ Hernandez & (97.24\%) & (2.76\%) & (0.14\%) & (7.77\%) \\ Julie F. Holder & 110,066,159 & 1,677,964 & 188,706 & 11,325,684 \\ Hornbaker & (97.01\%) & (1.50\%) & (0.13\%) & (7.77\%) \\ \hline Renée J. & 108,280,866 & 3,342,653 & 309,310 & 11,325,684 \\ Hornbaker & (97.01\%) & (2.99\%) & (0.21\%) & (7.77\%) \\ Lewis M. Kling & 09,607,615 & 2,122,557 & 202,657 & 11,325,684 \\ Hornbaker & (98,10\%) & (1.90\%) & (0.14\%) & (7.77\%) \\ James J. O'Brien & 111,414,541 & 315,712 & 202,576 \\ (99,72\%) & (0.28\%) & (0.14\%) & (1.4\%) \\ \end{array}$	Nominee	Votes For (% of voted shares)	Votes Against (% of voted shares)	Abstentions (% of outstanding shares)	Broker Non-Votes (% of outstanding shares)
$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$	Humberto P.	109,924,761	1,801,700	206,368	11,325,684
Gary E. Anderson $(97.93\%)$ $(2.07\%)$ $(0.14\%)$ $(7.77\%)$ Brett D. Begemann $109,960,788$ $1,777,449$ $194,592$ $11,325,684$ $(98,41\%)$ $(1.59\%)$ $(0.13\%)$ $(7.77\%)$ Michael P. $94,503,866$ $17,229,402$ $199,561$ $11,325,684$ Connors $(84.58\%)$ $(15.42\%)$ $(0.13\%)$ $(7.77\%)$ Mark J. Costa $106,680,868$ $4,282,911$ $969,050$ $11,325,684$ (96.14\%) $(3.86\%)$ $(0.66\%)$ $(7.77\%)$ Stephen R. $107,910,035$ $3,704,817$ $317,977$ $11,325,684$ Demeritt $(96.68\%)$ $(3.32\%)$ $(0.22\%)$ $(7.77\%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ Hormbaker $(98,10\%)$ $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$ $113,25,684$	Alfonso	(98.39%)	(1.61%)	(0.14%)	(7.77%)
109,960,788 $1,777,449$ $194,592$ $11,325,684$ Brett D. Begemann (98,41%) $(1.59%)$ $(0.13%)$ $(7.77%)$ Michael P. $94,503,866$ $17,229,402$ $199,561$ $11,325,684$ Connors $(84.58%)$ $(15.42%)$ $(0.13%)$ $(7.77%)$ Mark J. Costa $106,680,868$ $4,282,911$ $969,050$ $11,325,684$ (96,14%) $(3.86%)$ $(0.66%)$ $(7.77%)$ Stephen R. $107,910,035$ $3,704,817$ $317,977$ $11,325,684$ Demeritt $(96.68%)$ $(3.32%)$ $(0.22%)$ $(7.77%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24%)$ $(2.76%)$ $(0.14%)$ $(7.77%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Hornbaker $(97.01%)$ $(2.99%)$ $(0.21%)$ $(7.77%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ Hornbaker $(9.10%)$ $(1.90%)$ $(0.14%)$ $(7.77%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,576$ $113,25,684$ Hornbaker $(97.01%)$ $(1.90%)$ $(0.14%)$ $(7.77%)$ Lawes L O'Brien $111,414,541$ $315,712$ $202,576$ $113,25,684$	Gary E. Anderson	109,418,199	2,312,426	202,204	11,325,684
Breft D. Begemann (98,41%) $(1.59\%)$ $(0.13\%)$ $(7.77\%)$ Michael P.94,503,86617,229,402199,56111,325,684Connors(84.58%)(15.42%) $(0.13\%)$ $(7.77\%)$ Mark J. Costa106,680,8684,282,911969,05011,325,684(96.14%)(3.86%) $(0.66\%)$ $(7.77\%)$ Stephen R.107,910,0353,704,817317,97711,325,684Demeritt(96.68%)(3.32%) $(0.22\%)$ $(7.77\%)$ Robert M.108,644,3963,087,100201,33311,325,684Hernandez(97.24%)(2.76%) $(0.14\%)$ $(7.77\%)$ Julie F. Holder110,066,1591,677,964188,70611,325,684Hornbaker(97.01\%)(2.99\%) $(0.21\%)$ $(7.77\%)$ Lewis M. Kling109,607,6152,122,557202,65711,325,684Hames L O'Brien111,414,541315,712202,57611,325,684		(97.93%)	(2.07%)	(0.14%)	(7.77%)
Michael P. $94,503,866$ $17,229,402$ $199,561$ $11,325,684$ Connors $(84.58\%)$ $(15.42\%)$ $(0.13\%)$ $(7.77\%)$ Mark J. Costa $106,680,868$ $4,282,911$ $969,050$ $11,325,684$ $(96.14\%)$ $(3.86\%)$ $(0.66\%)$ $(7.77\%)$ Stephen R. $107,910,035$ $3,704,817$ $317,977$ $11,325,684$ Demeritt $(96.68\%)$ $(3.32\%)$ $(0.22\%)$ $(7.77\%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Hornbaker $(97.01\%)$ $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ Hames L O'Brien $111,414,541$ $315,712$ $202,576$ $110,25,684$	Brett D. Begeman	109,960,788	1,777,449	194,592	11,325,684
Michael P. $94,503,866$ $17,229,402$ $199,561$ $11,325,684$ Connors $(84.58\%)$ $(15.42\%)$ $(0.13\%)$ $(7.77\%)$ Mark J. Costa $106,680,868$ $4,282,911$ $969,050$ $11,325,684$ $(96.14\%)$ $(3.86\%)$ $(0.66\%)$ $(7.77\%)$ Stephen R. $107,910,035$ $3,704,817$ $317,977$ $11,325,684$ Demeritt $(96.68\%)$ $(3.32\%)$ $(0.22\%)$ $(7.77\%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Hornbaker $(97.01\%)$ $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ Hames L O'Brien $111,414,541$ $315,712$ $202,576$ $110,25,684$		<sup>II</sup> (98.41%)	(1.59%)	(0.13%)	(7.77%)
Mark J. Costa $106,680,868$ $4,282,911$ $969,050$ $11,325,684$ Mark J. Costa $(96.14\%)$ $(3.86\%)$ $(0.66\%)$ $(7.77\%)$ Stephen R. $107,910,035$ $3,704,817$ $317,977$ $11,325,684$ Demeritt $(96.68\%)$ $(3.32\%)$ $(0.22\%)$ $(7.77\%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Hornbaker $(97.01\%)$ $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ $(97.01\%)$ $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$			17,229,402	199,561	11,325,684
Mark J. Costa $(96.14\%)$ $(3.86\%)$ $(0.66\%)$ $(7.77\%)$ Stephen R. $107,910,035$ $3,704,817$ $317,977$ $11,325,684$ Demeritt $(96.68\%)$ $(3.32\%)$ $(0.22\%)$ $(7.77\%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Hornbaker $(98,50\%)$ $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ (98.10\%) $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$	Connors	(84.58%)	(15.42%)	(0.13%)	(7.77%)
(96.14%) $(3.86%)$ $(0.66%)$ $(7.77%)$ Stephen R. $107,910,035$ $3,704,817$ $317,977$ $11,325,684$ Demeritt $(96.68%)$ $(3.32%)$ $(0.22%)$ $(7.77%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24%)$ $(2.76%)$ $(0.14%)$ $(7.77%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Hornbaker $(98.50%)$ $(1.50%)$ $(0.13%)$ $(7.77%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01%)$ $(2.99%)$ $(0.21%)$ $(7.77%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ Iames L O'Brien $111,414,541$ $315,712$ $202,576$ $202,576$	Mark J. Costa	106,680,868	4,282,911	969,050	11,325,684
Demeritt $(96.68\%)$ $(3.32\%)$ $(0.22\%)$ $(7.77\%)$ Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ Iulie F. Holder $(98.50\%)$ $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ $(98.10\%)$ $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$		(96.14%)	(3.86%)	(0.66%)	(7.77%)
Robert M. $108,644,396$ $3,087,100$ $201,333$ $11,325,684$ Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ (98.50\%) $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ (98.10\%) $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$	Stephen R.	107,910,035	3,704,817	317,977	11,325,684
Hernandez $(97.24\%)$ $(2.76\%)$ $(0.14\%)$ $(7.77\%)$ Julie F. Holder $110,066,159$ $1,677,964$ $188,706$ $11,325,684$ $(98.50\%)$ $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ $(98.10\%)$ $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$	Demeritt	(96.68%)	(3.32%)	(0.22%)	(7.77%)
Julie F. Holder $110,066,159$ (98.50%) $1,677,964$ (1.50%) $188,706$ (0.13%) $11,325,684$ (7.77%)Renée J. $108,280,866$ (97.01%) $3,342,653$ (2.99%) $309,310$ 	Robert M.	108,644,396	3,087,100	201,333	11,325,684
Julie F. Holder $(98.50\%)$ $(1.50\%)$ $(0.13\%)$ $(7.77\%)$ Renée J. $108,280,866$ $3,342,653$ $309,310$ $11,325,684$ Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ $(98.10\%)$ $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$	Hernandez	(97.24%)	(2.76%)	(0.14%)	(7.77%)
(98.50%) $(1.50%)$ $(0.13%)$ $(7.77%)$ Renée J.108,280,8663,342,653309,31011,325,684Hornbaker $(97.01%)$ $(2.99%)$ $(0.21%)$ $(7.77%)$ Lewis M. Kling109,607,6152,122,557202,65711,325,684 $(98.10%)$ $(1.90%)$ $(0.14%)$ $(7.77%)$ Lames L O'Brien111,414,541315,712202,576	Julie F. Holder	110,066,159	1,677,964	188,706	11,325,684
Hornbaker $(97.01\%)$ $(2.99\%)$ $(0.21\%)$ $(7.77\%)$ Lewis M. Kling $109,607,615$ $2,122,557$ $202,657$ $11,325,684$ $(98.10\%)$ $(1.90\%)$ $(0.14\%)$ $(7.77\%)$ Lames L O'Brien $111,414,541$ $315,712$ $202,576$		(98.50%)	(1.50%)	(0.13%)	(7.77%)
Lewis M. Kling109,607,615 (98.10%)2,122,557 (1.90%)202,657 (0.14%)11,325,684 (7.77%)James L O'Brien111,414,541315,712202,576	Renée J.	108,280,866	3,342,653	309,310	11,325,684
Lewis M. Kling (98.10%) (1.90%) (0.14%) (7.77%)   James L O'Brien 111,414,541 315,712 202,576 (7.77%)	Hornbaker	(97.01%)	(2.99%)	(0.21%)	(7.77%)
Image: Image	Lewis M. Kling	109,607,615	2,122,557	202,657	11,325,684
James L. O'Brien		(98.10%)	(1.90%)	(0.14%)	(7.77%)
(99.72%)  (0.28%)  (0.14%)	James J. O'Brien	111,414,541	315,712	202,576	
		(99.72%)	(0.28%)	(0.14%)	