

INTERNATIONAL BUSINESS MACHINES CORP  
Form 8-K  
February 06, 2017

**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: January 31, 2017**

(Date of earliest event reported)

**INTERNATIONAL BUSINESS MACHINES CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**  
(State of Incorporation)

**1-2360**  
(Commission File Number)

**13-0871985**  
(IRS employer Identification No.)

**ARMONK, NEW YORK**  
(Address of principal executive offices)

**10504**  
(Zip Code)

**914-499-1900**  
(Registrant's telephone number)

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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))
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**Item 5.02(e) (Compensatory Arrangements of Certain Officers).**

The following are compensation arrangements for the Company's named executive officers identified in the 2016 Proxy Statement who were employed by the Company during 2016. Further information regarding the structure of compensation programs and awards will be included in the Company's 2017 Proxy Statement.

	2016 Annual		2017 Cash		2017 Long-Term Incentive Award*	
	Incentive Payout	Salary Rate	Annual Incentive Target	Performance Share Units	Restricted Stock Units	
V. M. Rometty	\$ 4,950,000	\$ 1,600,000	\$ 5,000,000	\$ 8,645,000	\$ 4,655,000	
M. J. Schroeter	\$ 1,046,430	\$ 874,000	\$ 1,181,000	\$ 3,575,000	\$ 1,925,000	
M. D. Rhodin	\$ 719,690	\$ 675,000	\$ 911,000	\$ 0	\$ 0	
B. A. van Kralingen	\$ 607,100	\$ 745,000	\$ 1,005,000	\$ 3,250,000	\$ 1,750,000	
J. E. Kelly III	\$ 927,350	\$ 852,000	\$ 1,148,000	\$ 3,575,000	\$ 1,925,000	

\* The Long-Term Incentive Awards will be granted on June 8, 2017. The actual number of units granted on this date will be determined by dividing the values shown above by a predetermined, formulaic planning price for the second quarter 2017. The performance share units will be paid out in February 2020. The restricted stock units will vest 25% per year on each anniversary of the date of grant. Additional information about equity grants is provided in the Company's Proxy Statement.

IBM's web site ([www.ibm.com](http://www.ibm.com)) contains a significant amount of information about IBM, including financial and other information for investors ([www.ibm.com/investor/](http://www.ibm.com/investor/)). IBM encourages investors to visit its various web sites from time to time, as information is updated and new information is posted.

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.

Date: February 6, 2017

By: /s/ Christina M. Montgomery  
Christina M. Montgomery  
Vice President, Assistant General Counsel and Secretary