

DOW CHEMICAL CO /DE/  
Form 8-K  
May 13, 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**

**Date of Report (Date of earliest event reported):**

**May 12, 2016**

**THE DOW CHEMICAL COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-3433**  
**(Commission**  
  
**file number)**

**38-1285128**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**2030 DOW CENTER, MIDLAND, MICHIGAN 48674**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: 989-636-1000**

**Not applicable**

**(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:

- .. 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))

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

The Annual Meeting of Stockholders of the Company was held on May 12, 2016 for the purposes of (i) electing 13 directors to hold office until the next annual meeting of stockholders; (ii) ratifying the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2016 fiscal year; (iii) holding an advisory vote on executive compensation; and (iv) holding a vote on one stockholder proposal.

All of management's nominees for director as named in the Company's Proxy Statement were elected by the votes set forth in the table below.

**Election of Directors.**

|                       | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|----------------------|--------------------|-------------------------|
| Ajay Banga            | 792,567,552      | 15,120,703           | 3,832,095          | 146,624,390             |
| Jacqueline K. Barton  | 756,063,472      | 52,076,516           | 3,380,362          | 146,624,390             |
| James A. Bell         | 782,576,909      | 25,373,066           | 3,570,375          | 146,624,390             |
| Richard K. Davis      | 771,119,080      | 36,646,034           | 3,755,236          | 146,624,390             |
| Jeff M. Fettig        | 772,089,682      | 34,879,860           | 4,550,808          | 146,624,390             |
| Andrew N. Liveris     | 764,528,151      | 41,221,266           | 5,770,933          | 146,624,390             |
| Mark Loughridge       | 793,990,875      | 13,311,288           | 4,218,187          | 146,624,390             |
| Raymond J. Milchovich | 790,246,280      | 17,376,984           | 3,897,086          | 146,624,390             |
| Robert S. Miller      | 775,140,711      | 32,415,484           | 3,964,155          | 146,624,390             |
| Paul Polman           | 789,324,558      | 18,408,585           | 3,787,207          | 146,624,390             |
| Dennis H. Reilley     | 786,502,592      | 21,265,817           | 3,751,941          | 146,624,390             |
| James M. Ringler      | 665,709,087      | 141,267,330          | 4,543,933          | 146,624,390             |
| Ruth G. Shaw          | 756,702,855      | 51,312,275           | 3,505,220          | 146,624,390             |

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2016 fiscal year was ratified by the votes set forth in the table below.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--|------------------|----------------------|--------------------|-------------------------|
| <b>Ratification of independent registered public accounting firm</b> | 935,053,453      | 19,168,539           | 3,922,748          | N/A                     |

The Company's executive compensation was approved, on an advisory basis, by the votes set forth in the table below.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--|------------------|----------------------|--------------------|-------------------------|
| <b>Advisory vote on executive compensation</b> | 701,556,753      | 101,026,581          | 8,937,016          | 146,624,390             |

The stockholder proposal on proxy access was approved, by the votes set forth in the table below.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--|------------------|----------------------|--------------------|-------------------------|
| <b>Stockholder proposal to limit accelerated executive pay</b> | 578,717,821      | 222,702,157          | 10,100,372         | 146,624,390             |

**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.

**THE DOW CHEMICAL COMPANY**

Registrant

Date: May 13, 2016

/s/ AMY E WILSON  
Amy E. Wilson  
Corporate Secretary and  
Assistant General Counsel