

SYSCO CORP  
Form 8-K  
November 19, 2015

**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): November 18, 2015**

**Sysco Corporation**

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

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-06544**  
**(Commission**

**File Number)**

**1390 Enclave Parkway, Houston, TX 77077-2099**

**74-1648137**  
**(IRS Employer**

**Identification No.)**

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**(Address of principal executive office) (zip code)**

**Registrant's telephone number, including area code: (281) 584-1390**

N/A

**(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 (see General Instruction A.2. below):

- .. 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))

**SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT****ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

At the Sysco Corporation ( Sysco or the Company ) 2015 Annual Meeting of Stockholders (the Annual Meeting ) held on November 18, 2015, Sysco s stockholders elected each of the Company s director nominees, who had been nominated to serve until the Company s 2016 Annual Meeting of Stockholders. John M. Cassaday was re-elected with 91.70% of the votes cast, Judith B. Craven was re-elected with 93.31% of the votes cast, William J. DeLaney was re-elected with 97.00% of the votes cast, Joshua D. Frank was re-elected with 99.62% of the votes cast, Larry C. Glasscock was re-elected with 94.01% of the votes cast, Jonathan Golden was re-elected with 84.15% of the votes cast, Joseph A. Hafner, Jr. was re-elected with 96.67% of the votes cast, Hans-Joachim Koerber was re-elected with 97.11% of the votes cast, Nancy S. Newcomb was re-elected with 97.26% of the votes cast, Nelson Peltz was re-elected with 98.91% of the votes cast, Richard G. Tilghman was re-elected with 96.10% of the votes cast, and Jackie M. Ward was re-elected with 93.39% of the votes cast. The stockholders also approved the compensation paid to Sysco s named executive officers, as disclosed in Sysco s 2015 proxy statement, and ratified the appointment of Ernst & Young LLP as Sysco s independent registered public accounting firm for fiscal 2016. The stockholder vote on executive compensation was approved by 91.02% of the votes cast, and the ratification of the appointment of the independent registered public accounting firm for fiscal 2016 was approved by 99.17% of the votes cast. With respect to each item, the number of votes cast includes all for and against votes, and abstentions and broker non-votes are disregarded with respect to each item.

The final results of the voting on each matter of business at the Annual Meeting are as follows:

**Proposal 1 Election of Directors**

| <b>Name</b>           | <b>Votes For</b> | <b>Votes Against</b> | <b>Total Votes<br/>Cast</b> | <b>Abstentions</b> | <b>Broker<br/>Non-<br/>Votes</b> |
|-----------------------|------------------|----------------------|-----------------------------|--------------------|----------------------------------|
| John M. Cassaday      | 417,576,649      | 37,788,625           | 455,365,274                 | 1,895,964          | 81,714,495                       |
| Judith B. Craven      | 424,849,670      | 30,451,098           | 455,300,768                 | 1,960,470          | 81,714,495                       |
| William J. DeLaney    | 441,682,568      | 13,659,074           | 455,341,642                 | 1,919,596          | 81,714,495                       |
| Joshua D. Frank       | 453,705,585      | 1,739,898            | 455,445,483                 | 1,815,755          | 81,714,495                       |
| Larry C. Glasscock    | 428,076,003      | 27,252,999           | 455,329,002                 | 1,932,236          | 81,714,495                       |
| Jonathan Golden       | 382,897,463      | 72,128,675           | 455,026,138                 | 2,235,100          | 81,714,495                       |
| Joseph A. Hafner, Jr. | 440,075,535      | 15,140,396           | 455,215,931                 | 2,045,307          | 81,714,495                       |
| Hans-Joachim Koerber  | 442,126,634      | 13,147,373           | 455,274,007                 | 1,987,231          | 81,714,495                       |
| Nancy S. Newcomb      | 442,874,380      | 12,496,267           | 455,370,647                 | 1,890,591          | 81,714,495                       |
| Nelson Peltz          | 450,470,274      | 4,963,649            | 455,433,923                 | 1,827,315          | 81,714,495                       |
| Richard G. Tilghman   | 437,443,253      | 17,759,771           | 455,203,024                 | 2,058,214          | 81,714,495                       |
| Jackie M. Ward        | 425,289,665      | 30,093,911           | 455,383,576                 | 1,877,662          | 81,714,495                       |

**Proposal 2 - Approval, by advisory vote, of the compensation paid to Sysco's named executive officers, as disclosed in Sysco's 2015 proxy statement**

| Votes For   | Votes Against | Votes Cast  | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|-------------|------------------|
| 413,442,038 | 40,805,947    | 454,247,985 | 3,013,253   | 81,714,495       |

**Proposal 3 - Ratification of the appointment of Ernst & Young LLP as Sysco's independent registered public accounting firm for fiscal 2016**

| Votes For   | Votes Against | Votes Cast  | Abstentions |
|-------------|---------------|-------------|-------------|
| 532,234,793 | 4,478,220     | 536,713,013 | 2,262,720   |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Sysco Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sysco Corporation

Date: November 19, 2015

By: /s/ Russell T. Libby  
Russell T. Libby  
Executive Vice President, Administration and  
Corporate Secretary

- 4 -