

GOLDMAN SACHS GROUP INC  
Form 8-K  
May 03, 2019

**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 2, 2019

**The Goldman Sachs Group, Inc.**

(Exact name of registrant as specified in its charter)

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

**No. 001-14965**  
(Commission  
File Number)

**No. 13-4019460**  
(I.R.S. Employer  
Identification No.)

**200 West Street**  
**New York, N.Y.**  
(Address of principal executive offices)

**(212) 902-1000**

**10282**  
(Zip Code)

(Registrant's telephone number, including area code)

**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:

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 (§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

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$.01 per share	GS	NYSE
Depository Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate	GS PrA	NYSE
Non-Cumulative Preferred Stock, Series A Depository Shares, Each Representing 1/1,000th Interest in a Share of 6.20%	GS PrB	NYSE
Non-Cumulative Preferred Stock, Series B Depository Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate	GS PrC	NYSE
Non-Cumulative Preferred Stock, Series C Depository Shares, Each Representing 1/1,000th Interest in a Share of Floating Rate	GS PrD	NYSE
Non-Cumulative Preferred Stock, Series D Depository Shares, Each Representing 1/1,000th Interest in a Share of 5.50%	GS PrJ	NYSE
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series J Depository Shares, Each Representing 1/1,000th Interest in a Share of 6.375%	GS PrK	NYSE
Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K Depository Shares, Each Representing 1/1,000th Interest in a Share of 6.30%	GS PrN	NYSE
Non-Cumulative Preferred Stock, Series N 5.793% Fixed-to-Floating Rate Normal Automatic Preferred Enhanced Capital Securities of Goldman Sachs Capital II	GS/43PE	NYSE
Floating Rate Normal Automatic Preferred Enhanced Capital Securities of Goldman Sachs Capital III	GS/43PF	NYSE
Medium-Term Notes, Series A, Index-Linked Notes due 2037 of GS Finance Corp.	GCE	NYSE Arca
Medium-Term Notes, Series B, Index-Linked Notes due 2037	GSC	NYSE Arca
Medium-Term Notes, Series E, Index-Linked Notes due 2028 of GS Finance Corp.	FRLG	NYSE Arca



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

(a) The Annual Meeting of Shareholders of The Goldman Sachs Group, Inc. ( Annual Meeting ) was held on May 2, 2019.

(b) The results of the matters submitted to a shareholder vote at the Annual Meeting were as follows:

1. Election of Directors: Our shareholders elected the following 11 directors to each serve a one-year term expiring on the date of our 2020 annual meeting of shareholders or until his or her successor has been duly chosen and qualified.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
M. Michele Burns	257,067,708	6,851,829	270,120	52,017,138
Drew G. Faust	262,740,309	1,140,962	308,386	52,017,138
Mark A. Flaherty	263,338,880	604,908	245,869	52,017,138
Ellen J. Kullman	258,274,613	5,692,221	222,823	52,017,138
Lakshmi N. Mittal	214,984,910	48,957,029	247,718	52,017,138
Adebayo O. Ogunsesi	262,068,188	1,858,456	263,013	52,017,138
Peter Oppenheimer	263,147,376	816,333	225,948	52,017,138
David M. Solomon	257,331,879	6,165,503	692,275	52,017,138
Jan E. Tighe	263,014,483	944,027	231,147	52,017,138
David A. Viniar	262,495,820	1,490,929	202,908	52,017,138
Mark O. Winkelman	262,602,948	1,338,449	248,260	52,017,138

2. Advisory Vote to Approve Executive Compensation ( Say on Pay ): Our shareholders approved the Say on Pay proposal.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
239,661,116	23,848,420	680,121	52,017,138

3. Ratification of PricewaterhouseCoopers LLP as Our Independent Registered Public Accounting Firm: Our shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ended December 31, 2019.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
304,929,118	10,960,930	316,747

4. Shareholder Proposal Regarding Right to Act by Written Consent. Our shareholders did not approve this proposal.

**For**  
104,186,839

**Against**  
154,305,192

**Abstain**  
5,697,626

**Broker Non-Votes**  
52,017,138

**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.

THE GOLDMAN SACHS GROUP, INC.

(Registrant)

Date: May 3, 2019

By: /s/ Karen P. Seymour

Name: Karen P. Seymour

Title: Executive Vice President and General  
Counsel