

PFIZER INC
Form 8-K
May 03, 2011

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): April 28, 2011

PFIZER INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other Jurisdiction of incorporation) | 1-3619 (Commission File Number) | 13-5315170 (I.R.S. Employer Identification No.) |
| 235 East 42nd Street New York, New York (Address of principal executive offices) | | 10017 (Zip Code) |

Registrant's telephone number, including area code:
(212) 733-2323

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 obligation of the registrant under any of the following provisions:

- Written communication 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

(a) Pfizer's Annual Meeting of Shareholders was held on April 28, 2011.

(b) Shareholders voted on the matters set forth below.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------------|----------------------|--------------------|-------------------------|
| Dennis A. Ausiello | 5,479,523,804 | 63,025,888 | 22,031,093 | 1,029,664,119 |
| Michael S. Brown | 5,451,874,773 | 90,844,187 | 21,869,298 | 1,029,664,119 |
| M. Anthony Burns | 5,443,824,812 | 97,791,397 | 22,971,788 | 1,029,664,119 |
| W. Don Cornwell | 5,170,584,487 | 364,270,650 | 29,733,058 | 1,029,664,119 |
| Frances D. Fergusson | 5,214,218,269 | 328,167,848 | 22,190,916 | 1,029,664,119 |
| William H. Gray III | 5,385,867,075 | 156,525,332 | 22,157,653 | 1,029,664,119 |
| Constance J. Horner | 5,446,823,844 | 95,839,667 | 21,890,460 | 1,029,664,119 |
| James M. Kilts | 5,168,196,717 | 374,127,871 | 22,229,874 | 1,029,664,119 |
| George A. Lorch | 5,408,148,441 | 133,916,369 | 22,488,657 | 1,029,664,119 |
| John P. Mascotte | 5,478,842,805 | 63,657,172 | 22,087,732 | 1,029,664,119 |
| Suzanne Nora Johnson | 5,208,605,967 | 333,835,141 | 22,109,895 | 1,029,664,119 |
| Ian C. Read | 5,470,406,623 | 71,686,601 | 22,406,881 | 1,029,664,119 |
| Stephen W. Sanger | 5,478,015,822 | 63,584,358 | 22,950,583 | 1,029,664,119 |

2. The proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2011 was approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 6,502,916,982 |
| Votes against | 64,467,907 |
| Abstentions | 26,867,070 |
| Broker Non-Votes | N/A |

3. The proposal to approve, on an advisory basis, executive compensation was approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 3,082,645,956 |
| Votes against | 2,422,993,133 |
| Abstentions | 58,948,621 |
| Broker-Non Votes | 1,029,664,119 |

4. The proposal on the frequency of future advisory votes on executive compensation received the following votes:

| | |
|-------------|---------------|
| For 3 Years | 703,041,341 |
| For 2 Years | 1,103,545,026 |

| | |
|------------------|---------------|
| For 1 Year | 3,727,445,064 |
| Abstentions | 30,525,614 |
| Broker-Non Votes | 1,029,664,119 |

See Item 5.07(d) below.

5. The shareholder proposal regarding publication of political contributions was not approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 219,466,804 |
| Votes against | 4,516,266,497 |
| Abstentions | 828,838,153 |
| Broker non-votes | 1,029,664,119 |

6. The shareholder proposal regarding public policy initiatives was not approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 179,765,706 |
| Votes against | 4,578,844,725 |
| Abstentions | 805,929,786 |
| Broker non-votes | 1,029,664,119 |

7. The shareholder proposal regarding pharmaceutical price restraints was not approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 124,165,830 |
| Votes against | 4,487,013,964 |
| Abstentions | 953,366,804 |
| Broker non-votes | 1,029,664,119 |

8. The shareholder proposal regarding action by written consent was not approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 2,632,851,163 |
| Votes against | 2,878,790,745 |
| Abstentions | 52,890,306 |
| Broker non-votes | 1,029,664,119 |

9. The shareholder proposal regarding special shareholder meetings was not approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 2,290,530,503 |
| Votes against | 3,235,353,452 |
| Abstentions | 38,653,115 |
| Broker non-votes | 1,029,664,119 |

10. The shareholder proposal regarding animal research was not approved based upon the following votes:

| | |
|--------------------|---------------|
| Votes for approval | 197,481,788 |
| Votes against | 4,208,648,937 |

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| | |
|------------------|---------------|
| Abstentions | 1,158,419,810 |
| Broker non-votes | 1,029,664,119 |

(c) Not applicable.

(d) Based upon the results set forth in item (b) (4) above, the Board of Directors has determined that advisory votes on executive compensation will be submitted to shareholders on an annual basis.

SIGNATURE

Under the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the authorized undersigned.

PFIZER INC.

By: /s/ Matthew Lepore

Matthew Lepore

Title: Vice President & Corporate Secretary, Chief
Counsel - Corporate Governance

Dated: May 3, 2011