

EMC CORP
Form 8-K
May 06, 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): May 4, 2011

EMC CORPORATION

(Exact Name of Registrant as Specified in Charter)

Massachusetts
(State or Other Jurisdiction
of Incorporation)

1-9853
(Commission
File Number)

No. 04-2680009
(I.R.S. Employer
Identification No.)

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176 South Street, Hopkinton, MA
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (508) 435-1000

01748
(Zip 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 (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))

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

EMC Corporation's Annual Meeting of Shareholders was held on May 4, 2011. There was no solicitation in opposition to management's nominees as listed in EMC's proxy statement, and all such nominees were elected directors for a one-year term. The shareholders ratified the selection by the Audit Committee of PricewaterhouseCoopers LLP as EMC's independent auditors for the fiscal year ending December 31, 2011, approved the EMC Corporation Amended and Restated 2003 Stock Plan, approved an amendment to EMC's Bylaws to reduce the percentage of shares required for shareholders to call a special meeting of shareholders, provided an advisory vote on executive compensation and provided an advisory vote on the frequency of future advisory votes on executive compensation. The results of the votes for each of these proposals were as follows:

1. Election of Directors:

| | For | Against | Abstain | Broker Non-Votes |
|-------------------|---------------|------------|-----------|------------------|
| Michael W. Brown | 1,445,452,456 | 20,837,760 | 994,175 | 261,975,839 |
| Randolph L. Cowen | 1,454,058,651 | 12,200,208 | 1,025,532 | 261,975,839 |
| Gail Deegan | 1,444,155,277 | 22,238,625 | 890,489 | 261,975,839 |
| James S. DiStasio | 1,441,187,524 | 25,067,765 | 1,029,102 | 261,975,839 |
| John R. Egan | 1,447,709,157 | 18,577,121 | 998,113 | 261,975,839 |
| Edmund F. Kelly | 1,458,969,120 | 7,308,406 | 1,006,865 | 261,975,839 |
| Windle B. Priem | 1,441,915,208 | 24,344,123 | 1,025,060 | 261,975,839 |
| Paul Sagan | 1,440,134,664 | 26,167,979 | 981,748 | 261,975,839 |
| David N. Strohm | 1,451,906,605 | 14,382,331 | 995,455 | 261,975,839 |
| Joseph M. Tucci | 1,420,927,788 | 45,328,054 | 1,028,549 | 261,975,839 |

2. Ratification of the selection by the Audit Committee of PricewaterhouseCoopers LLP as EMC's independent auditors for the fiscal year ending December 31, 2011:

| | |
|-------------------|---------------|
| For: | 1,679,715,399 |
| Against: | 47,408,461 |
| Abstain: | 2,136,370 |
| Broker Non-Votes: | 0 |

3. Approval of the EMC Corporation Amended and Restated 2003 Stock Plan:

| | |
|-------------------|---------------|
| For: | 1,253,713,477 |
| Against: | 211,129,367 |
| Abstain: | 2,441,547 |
| Broker Non-Votes: | 261,975,839 |

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4. Approval of an amendment to EMC's Bylaws to reduce the percentage of shares required for shareholders to call a special meeting of shareholders:

| | |
|-------------------|---------------|
| For: | 1,717,160,775 |
| Against: | 9,787,779 |
| Abstain: | 2,311,676 |
| Broker Non-Votes: | 0 |

5. Advisory vote on executive compensation:

| | |
|-------------------|---------------|
| For: | 1,438,248,760 |
| Against: | 24,800,665 |
| Abstain: | 4,234,966 |
| Broker Non-Votes: | 261,975,839 |

6. Advisory vote on the frequency of future advisory votes on executive compensation:

| | |
|-------------------|---------------|
| One Year: | 1,267,293,602 |
| Two Years: | 17,355,450 |
| Three Years: | 178,923,838 |
| Abstain: | 3,711,501 |
| Broker Non-Votes: | 261,975,839 |

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.

EMC CORPORATION

By: /s/ Paul T. Dacier
Paul T. Dacier
Executive Vice President and General Counsel

Date: May 6, 2011