

MCDERMOTT INTERNATIONAL INC
Form 8-K
May 02, 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

McDERMOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Republic of Panama
(State or other jurisdiction

of incorporation)

757 N. Eldridge Parkway Houston, Texas

001-08430
(Commission

file number)

72-0593134
(I.R.S. employer

identification number)

77079

(Address of principal executive offices) (Zip code)
Registrant's telephone number, including area code: (281) 870-5000

(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 or to be registered pursuant to Section 12(b) of the Act.

| | Trading | Name of each exchange |
|--------------------------------|-----------|-----------------------|
| Title of each class | Symbol(s) | on which registered |
| Common Stock, \$1.00 par value | MDR | NYSE |

Item 5.07 Submission of Matters to a Vote of Security Holders.***Results of Annual Meeting of Stockholders***

We held our Annual Meeting of Stockholders (the Annual Meeting) on Thursday, May 2, 2019, in London, England. Set forth below are the final voting results on each matter submitted to a vote of stockholders at the Annual Meeting. Each proposal is described in more detail in our Proxy Statement for the Annual Meeting dated March 22, 2019.

Proposal 1: The stockholders elected each of the eleven director nominees to our Board of Directors for a term extending until our 2020 Annual Meeting of Stockholders, with the voting results as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------|------------------|-----------------------|-------------------------|
| Forbes I. J. Alexander | 100,898,909 | 3,637,997 | 40,226,913 |
| Philippe Barril | 100,896,434 | 3,640,472 | 40,226,913 |
| John F. Bookout, III | 100,048,871 | 4,488,035 | 40,226,913 |
| David Dickson | 101,635,502 | 2,901,404 | 40,226,913 |
| L. Richard Flury | 86,573,770 | 17,963,136 | 40,226,913 |
| W. Craig Kissel | 100,845,101 | 3,691,805 | 40,226,913 |
| Gary P. Luquette | 101,068,281 | 3,468,625 | 40,226,913 |
| James H. Miller | 100,780,199 | 3,756,707 | 40,226,913 |
| William H. Schumann, III | 100,898,077 | 3,638,829 | 40,226,913 |
| Mary L. Shafer-Malicki | 100,758,786 | 3,778,120 | 40,226,913 |
| Marsha C. Williams | 100,275,753 | 4,261,153 | 40,226,913 |

Proposal 2: The stockholders approved the advisory vote on executive compensation, with the voting results as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 95,401,142 | 8,205,450 | 930,314 | 40,226,913 |

Proposal 3: The stockholders ratified the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019, with the voting results as follows:

| For | Against | Abstentions |
|-------------|----------------|--------------------|
| 139,968,953 | 4,374,392 | 420,474 |

Proposal 4: The stockholders approved the 2019 McDermott International, Inc. Long-Term Incentive Plan, with the voting results as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 96,584,854 | 7,350,967 | 601,085 | 40,226,913 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

99.1 Press Release dated May 2, 2019.

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 thereunto duly authorized.

MCDERMOTT INTERNATIONAL, INC.

By: /s/ Stuart A. Spence
Stuart A. Spence
Executive Vice President and Chief
Financial Officer

May 2, 2019