

CHEVRON CORP
Form 8-K
June 05, 2017

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 31, 2017

Chevron Corporation
(Exact name of registrant as specified in its charter)

Delaware	001-00368	94-0890210
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

6001 Bollinger Canyon Road, San Ramon, CA	94583
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (925) 842-1000

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 obligations 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. “

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

(a) The 2017 Annual Meeting of Stockholders of Chevron Corporation (“Chevron”) was held on Wednesday, May 31, 2017.

Chevron stockholders voted on the matters set forth below, with final voting results indicated. For the election of Directors in an uncontested election, each nominee who received a majority of votes cast (i.e., the number of shares voted for exceeded the number of shares voted against, excluding abstentions) was elected a Director. Except for (b) Item 4 (advisory vote on the frequency of future advisory votes on named executive officer compensation), all other items were approved if the number of shares voted for exceeded the number of shares voted against, excluding abstentions.

All nominees for election to the Chevron Board of Directors (1) (“Board”) were elected, each for a one-year term, based upon the following votes:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
W. M. Austin	1,303,368	99.0% 13,195,051	5,492,645	331,972,209
L. F. Deily	1,288,333	98.4% 21,609,302	12,113,448	331,972,209
R. E. Denham	1,264,964	96.6% 44,254,419	12,837,674	331,972,209
A. P. Gast	1,297,382	99.0% 12,734,697	11,939,300	331,972,209
E. H. Jr.	1,259,225	96.1% 50,600,349	12,231,011	331,972,209
J. M. Huntsman Jr.	1,287,784	98.3% 22,567,071	11,704,599	331,972,209
C. W. Moorman IV	1,297,101	99.0% 12,731,351	12,223,991	331,972,209
D. F. Moyo	1,277,529	97.5% 32,338,557	12,188,351	331,972,209
R. D. Sugar	1,269,403	97.0% 39,996,311	12,656,749	331,972,209
I. G. Thulin	1,290,766	98.5% 19,242,090	12,048,346	331,972,209
J. S. Watson	1,250,538	95.5% 58,318,724	13,198,971	331,972,209
	1,277,763	97.5% 32,738,968	11,554,494	331,972,209

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The Board's proposal to ratify the appointment of PricewaterhouseCoopers LLP as Chevron's (2) independent registered public accounting firm for 2017 was approved based upon the following votes:

Votes For	1,615,528,447	98.0%
Votes Against	32,688,861	2.0%
Abstentions	5,811,545	

Brokers were permitted to cast stockholder non-votes (i.e., uninstructed shares) at their discretion on this proposal item, and such non-votes are reflected in the votes for or against or abstentions.

The Board's proposal for stockholders to approve, on an advisory basis, the compensation of (3) Chevron's named executive officers was approved based upon the following votes:

Votes For	1,224,477,991	93.8%
Votes Against	81,320,474	6.2%
Abstentions	16,258,179	

Broker Non-Votes 331,972,209

The Board's proposal
for stockholders to
vote, on an advisory
basis, as to the
frequency of future
(4) advisory votes on
Chevron's named
executive officer
compensation
received the
following votes:

Votes

For
1 1,157,974,727 88.5%

Year

Votes

For
2 8,184,812 0.6%

Years

Votes

For
3 142,837,830 10.9%

Years

Abstention 32,059,275

Broker
331,972,209

Non-Votes

The stockholder
proposal regarding
a report on
(5) lobbying was not
approved based
upon the following
votes:

Votes
For 378,270,506 29.1%

Votes
Against 920,148,028 70.9%

Abstention 32,059,275

Broker
331,972,209

Non-Votes

(6) The stockholder
proposal regarding a
report on business
with
conflict-complicit
governments was not
approved based upon

the following votes:

Votes	72,034,693	5.7%
For		
Votes	1,184,804,405	94.3%
Against		
Abstentions	66,217,546	
Broker	331,972,209	
Non-Votes		

The stockholder
(7) proposal was
withdrawn.

The stockholder
proposal regarding
a report on
transition to a low
(8) carbon economy
was not approved
based upon the
following votes:

Votes	334,944,962	26.0%
For		
Votes	953,851,171	74.0%
Against		
Abstentions	33,260,511	
Broker	331,972,209	
Non-Votes		

The stockholder
proposal regarding
an independent
(9) chairman was not
approved based
upon the following
votes:

Votes	479,386,793	38.7%
For		
Votes	758,188,211	61.3%
Against		
Abstentions	84,481,640	
Broker	331,972,209	
Non-Votes		

The stockholder
proposal regarding an
independent director
(10) with environmental
expertise was not
approved based upon
the following votes:

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Votes
For 252,689,485 19.6%
Votes
Against 1,035,361,585 80.4%
Abstentions 24,005,574
Broker
Non-Votes 331,972,209

(11) The stockholder
proposal regarding
special meetings
was not approved
based upon the
following votes:

Votes
For 415,762,930 31.9%

Votes
Against 887,242,833 68.1%

Abstain 9,050,881

Broker
Non-Votes 331,972,209

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.

CHEVRON
CORPORATION

Dated: June 5, 2017 By: /s/ Christine L. Cavallo

Christine L. Cavallo,
Assistant Secretary