

INTERNATIONAL BUSINESS MACHINES CORP  
Form 8-K  
April 27, 2018

**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: **April 24, 2018**

(Date of earliest event reported)

**INTERNATIONAL BUSINESS MACHINES CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**  
(State of Incorporation)

**1-2360**  
(Commission File Number)

**13-0871985**  
(IRS employer Identification No.)

**ARMONK, NEW YORK**  
(Address of principal executive offices)

**10504**  
(Zip Code)

**914-499-1900**  
(Registrant's telephone number)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o 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. ☐

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

(a) International Business Machines Corporation (IBM) held its Annual Meeting of Stockholders on April 24, 2018. Below are the final voting results. For more information on the following proposals, see IBM's proxy statement dated March 12, 2018, the relevant portions of which are incorporated herein by reference.

(b)

· Election of Directors for a Term of One Year:

| <b>DIRECTOR</b> | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-----------------|-------------|----------------|----------------|-----------------------------|
| K.I. Chenault   | 536,684,559 | 15,079,184     | 4,407,539      | 177,174,733                 |
| M.L. Eskew      | 488,364,612 | 63,416,490     | 4,398,045      | 177,174,733                 |
| D.N. Farr       | 543,712,675 | 8,124,928      | 4,339,295      | 177,174,733                 |
| A. Gorsky       | 535,360,504 | 16,410,562     | 4,408,660      | 177,174,733                 |
| S.A. Jackson    | 505,061,426 | 46,963,767     | 4,153,531      | 177,174,733                 |
| A.N. Liveris    | 534,575,211 | 16,992,884     | 4,611,192      | 177,174,733                 |
| H.S. Olayan     | 541,646,267 | 10,013,597     | 4,512,352      | 177,174,733                 |
| J.W. Owens      | 535,210,094 | 16,537,018     | 4,429,490      | 177,174,733                 |
| V.M. Rometty    | 516,525,516 | 34,154,481     | 5,495,279      | 177,174,733                 |
| J.R. Swedish    | 538,199,417 | 13,182,486     | 4,796,492      | 177,174,733                 |
| S. Taurel       | 515,946,053 | 35,648,508     | 4,562,748      | 177,174,733                 |
| P.R. Voser      | 542,343,040 | 9,375,108      | 4,462,409      | 177,174,733                 |
| F.H. Waddell    | 531,378,099 | 20,355,389     | 4,446,463      | 177,174,733                 |

· Ratification of Appointment of Independent Registered Public Accounting Firm:

|         |             |       |  |
|---------|-------------|-------|--|
| For     | 700,824,743 | 96.1% |  |
| Against | 28,277,863  | 3.9%  |  |
| Abstain | 4,247,953   |       |  |

· Advisory Vote on Executive Compensation:

|                  |             |       |  |
|------------------|-------------|-------|--|
| For              | 486,642,442 | 88.9% |  |
| Against          | 60,880,539  | 11.1% |  |
| Abstain          | 8,657,404   |       |  |
| Broker Non-Votes | 177,174,733 |       |  |



· Stockholder Proposal on Lobbying Disclosure:

|                  |             |       |  |
|------------------|-------------|-------|--|
| For              | 175,797,645 | 32.9% |  |
| Against          | 358,640,393 | 67.1% |  |
| Abstain          | 21,718,962  |       |  |
| Broker Non-Votes | 177,174,733 |       |  |

· Stockholder Proposal on Shareholder Ability to Call a Special Shareholder Meeting:

|                  |             |       |  |
|------------------|-------------|-------|--|
| For              | 242,156,900 | 44.1% |  |
| Against          | 306,382,654 | 55.9% |  |
| Abstain          | 7,626,331   |       |  |
| Broker Non-Votes | 177,174,733 |       |  |

· Stockholder Proposal to Have an Independent Board Chairman:

|                  |             |       |  |
|------------------|-------------|-------|--|
| For              | 229,910,195 | 41.9% |  |
| Against          | 318,626,509 | 58.1% |  |
| Abstain          | 7,629,883   |       |  |
| Broker Non-Votes | 177,174,733 |       |  |

IBM's web site ([www.ibm.com](http://www.ibm.com)) contains a significant amount of information about IBM, including financial and other information for investors ([www.ibm.com/investor/](http://www.ibm.com/investor/)). IBM encourages investors to visit its various web sites from time to time, as information is updated and new information is posted.

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.

Date: April 27, 2018

By: /s/ Christina M. Montgomery  
Christina M. Montgomery  
Vice President and Secretary