

FORD MOTOR CO  
Form 8-K  
May 13, 2014

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: May 7, 2014  
(Date of earliest event reported)

FORD MOTOR COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-3950  
(Commission File Number)

38-0549190  
(IRS Employer Identification No.)

One American Road, Dearborn, Michigan  
(Address of principal executive offices)

48126  
(Zip Code)

Registrant's telephone number, including area code 313-322-3000

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)

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- ☐ 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))
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## Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 8, 2014, our Annual Meeting of Shareholders was held. The matters voted upon and the results of the vote were as follows:

## Proposal One: Election of Directors.

| Nominee                | For           | Against     | Abstain    | Broker Non-Votes |
|------------------------|---------------|-------------|------------|------------------|
| Stephen G. Butler      | 4,641,191,971 | 27,258,859  | 20,511,424 | 1,159,067,503    |
| Kimberly A. Casiano    | 4,615,376,157 | 53,572,823  | 20,013,275 | 1,159,067,503    |
| Anthony F. Earley, Jr. | 4,378,618,500 | 291,112,961 | 19,230,695 | 1,159,067,503    |
| Edsel B. Ford II       | 4,418,493,742 | 257,854,710 | 12,613,803 | 1,159,067,503    |
| William Clay Ford, Jr. | 4,627,466,630 | 49,885,613  | 11,609,807 | 1,159,067,503    |
| Richard A. Gephardt    | 4,412,863,645 | 257,820,459 | 18,277,768 | 1,159,067,503    |
| James P. Hackett       | 4,631,947,781 | 35,918,247  | 21,095,855 | 1,159,067,503    |
| James H. Hance, Jr.    | 4,564,914,499 | 102,252,203 | 21,795,513 | 1,159,067,503    |
| William W. Helman IV   | 4,637,832,349 | 29,921,459  | 21,208,447 | 1,159,067,503    |
| Jon M. Huntsman, Jr.   | 4,358,868,313 | 310,037,758 | 20,055,830 | 1,159,067,503    |
| James C. Lechleiter    | 4,606,664,491 | 61,182,135  | 21,115,359 | 1,159,067,503    |
| Ellen R. Marram        | 4,374,425,689 | 294,599,255 | 19,937,311 | 1,159,067,503    |
| Alan Mulally           | 4,638,947,321 | 38,388,321  | 11,626,613 | 1,159,067,503    |
| Homer A. Neal          | 4,615,693,578 | 52,801,842  | 20,466,835 | 1,159,067,503    |
| Gerald L. Shaheen      | 4,637,754,071 | 31,198,473  | 20,006,068 | 1,159,067,503    |
| John L. Thornton       | 4,363,953,675 | 304,698,753 | 20,302,827 | 1,159,067,503    |

Proposal Two: Ratification of the Selection of the Independent Registered Public Accounting Firm. A proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to audit the books of account and other corporate records of the Company for 2014 was adopted with the votes shown:

| For           | Against    | Abstained  | Broker Non-Votes |
|---------------|------------|------------|------------------|
| 5,774,198,379 | 52,638,085 | 21,191,539 | 0                |

Proposal Three: Relating to an Advisory Vote by Shareholders to Approve the Compensation of the Named Executives. A proposal relating to a shareholder advisory vote to approve the compensation of the Named Executives was approved with the votes shown:

| For           | Against       | Abstained  | Broker Non-Votes |
|---------------|---------------|------------|------------------|
| 3,500,915,822 | 1,161,981,003 | 26,065,430 | 1,159,067,503    |

Proposal Four: Relating to Approval of the 2014 Stock Plan for Non-Employee Directors. A proposal relating to the approval of the 2014 Stock Plan for Non-Employee Directors was approved with the votes shown:

| For           | Against     | Abstained  | Broker Non-Votes |
|---------------|-------------|------------|------------------|
| 4,367,365,098 | 295,194,360 | 26,399,721 | 1,159,067,503    |

Proposal Five: Relating to Consideration of a Recapitalization Plan to Provide that All of the Company's Outstanding Stock Have One Vote Per Share. A proposal relating to consideration of a recapitalization plan to provide that all of the Company's outstanding stock have one vote per share was rejected with the votes shown:

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|               |               |            |                  |
|---------------|---------------|------------|------------------|
| For           | Against       | Abstained  | Broker Non-Votes |
| 1,623,180,993 | 3,039,952,772 | 25,824,984 | 1,159,067,503    |

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Proposal Six: Relating to Permitting Holders of 10% of Common Stock to Call Special Shareholder Meetings. A proposal relating to allowing holders of 10% of outstanding Common Stock to call special shareholder meetings was rejected with the votes shown:

|               |               |            |                  |
|---------------|---------------|------------|------------------|
| For           | Against       | Abstained  | Broker Non-Votes |
| 1,027,127,485 | 3,636,019,459 | 25,810,895 | 1,159,067,503    |

Item 8.01. Other Events.

Our news release dated May 7, 2014 concerning our announcement of a stock repurchase program for up to approximately 116 million shares of our common stock to offset share dilution is filed as Exhibit 99 to this Report and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

EXHIBITS\*

| Designation | Description  | Method of Filing       |
|-------------|--|------------------------|
| Exhibit 99  | News release dated May 7, 2014 concerning announcement of a stock repurchase program for up to approximately 116 million shares of Ford common stock | Filed with this Report |

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.

FORD MOTOR COMPANY  
(Registrant)

Date: May 13, 2014

By: /s/ Bradley M. Gayton  
Bradley M. Gayton,  
Secretary

\* Any reference in the attached exhibit(s) to our corporate website(s) and/or other social media sites or platforms, and the contents thereof, is provided for convenience only; such websites or platforms and the contents thereof are not incorporated by reference into this Report nor deemed filed with the Securities and Exchange

Commission.

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EXHIBIT INDEX

| Designation | Description  |
|-------------|--|
| Exhibit 99  | News release dated May 7, 2014 concerning announcement of a stock repurchase program for up to approximately 116 million shares of Ford common stock |