

UNITED TECHNOLOGIES CORP /DE/  
Form 8-K  
April 25, 2016

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): April 25, 2016

---

UNITED TECHNOLOGIES CORPORATION  
(Exact name of registrant as specified in its charter)

---

Delaware                      1-812                      06-0570975  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)                      File Number) Identification No.)  
10 Farm Springs Road  
Farmington, Connecticut 06032  
(Address of principal executive offices, including zip code)  
Registrant's telephone number, including area code  
(860) 728-7000  
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:

- ..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))
-

## Section 5 - Corporate Governance and Management

## Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously announced, on September 9, 2015, in connection with adopting proxy access in the Company's amended and restated Bylaws (the "Bylaws"), the UTC Board of Directors approved amendments to the Company's Restated Certificate of Incorporation (the "Charter") and Bylaws to eliminate cumulative voting in the election of directors, subject to shareowner approval. As described in Item 5.07 below, on April 25, 2016, the shareowners of a majority of outstanding shares of the Company approved the Charter amendment to eliminate cumulative voting. The Company filed a Certificate of Amendment to the Charter and Restated Certificate of Incorporation with the State of Delaware promptly following the shareowner vote. The Charter amendment deleted in its entirety the text of Clause (h) of Article Eighth of the Charter. The Bylaw amendments deleted references to cumulative voting in our Bylaws. The foregoing description of the amendments to the Charter and Bylaws does not purport to be complete and is qualified in its entirety by reference to the Charter and Bylaws, which are included as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

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

United Technologies Corporation ("UTC") held its 2016 Annual Meeting of Shareowners on April 25, 2016. As of February 29, 2016, the record date for the meeting, 836,729,909 shares of UTC common stock were issued and outstanding. A quorum of 741,993,276 shares of common stock was present or represented at the meeting. The shareowners voted on the following matters and cast their votes as described below.

Election of Directors. The following individuals were elected to serve as directors for a term expiring at the 2017 1) Annual Meeting of Shareowners or upon the election and qualification of their successors, and the voting results for each of the nominees were as follows:

| Nominee                | Votes       |            | Abstentions | Broker<br>Non-Votes |
|------------------------|-------------|------------|-------------|---------------------|
|                        | For         | Against    |             |                     |
| John V. Faraci         | 642,192,396 | 11,290,234 | 1,143,767   | 87,366,879          |
| Jean-Pierre Garnier    | 634,818,778 | 18,646,081 | 1,161,538   | 87,366,879          |
| Gregory J. Hayes       | 647,946,038 | 5,615,054  | 1,065,305   | 87,366,879          |
| Edward A. Kangas       | 631,974,961 | 20,961,834 | 1,689,602   | 87,366,879          |
| Ellen J. Kullman       | 644,276,540 | 9,200,823  | 1,149,034   | 87,366,879          |
| Marshall O. Larsen     | 644,451,296 | 8,978,065  | 1,197,036   | 87,366,879          |
| Harold McGraw III      | 640,008,953 | 13,442,915 | 1,174,529   | 87,366,879          |
| Richard B. Myers       | 641,489,773 | 11,965,684 | 1,170,940   | 87,366,879          |
| Fredric G. Reynolds    | 647,406,197 | 5,954,581  | 1,265,619   | 87,366,879          |
| Brian C. Rogers        | 646,580,145 | 6,844,211  | 1,202,041   | 87,366,879          |
| H. Patrick Swygert     | 631,993,989 | 21,437,828 | 1,194,580   | 87,366,879          |
| André Villeneuve       | 638,783,148 | 14,671,130 | 1,172,119   | 87,366,879          |
| Christine Todd Whitman | 643,846,331 | 9,705,676  | 1,074,390   | 87,366,879          |

A proposal of the Audit Committee and the Board of Directors to re-appoint the firm of PricewaterhouseCoopers 2) LLP to serve as Independent Auditor until the next Annual Meeting of Shareowners in 2017. The proposal was approved and the results of the voting were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 726,565,256 | 14,297,008    | 1,131,012   |

A proposal that shareowners approve an amendment to our Restated Certificate of Incorporation to eliminate 3) cumulative voting for directors, as disclosed in UTC's Proxy Statement dated March 15, 2016. The proposal was approved and the results of the voting were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 598,690,240 | 54,102,347    | 1,833,810   | 87,366,879       |

A proposal that shareowners approve on an advisory (non-binding) basis, the compensation of UTC's Named 4) Executive Officers, as disclosed in UTC's Proxy Statement dated March 15, 2016. The proposal was approved and the results of the voting were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 626,961,003 | 25,145,521    | 2,519,873   | 87,366,879       |

## Section 9 - Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 3.1            | Restated Certificate of Incorporation of United Technologies Corporation as of April 25, 2016 |
| 3.2            | Bylaws of United Technologies Corporation, as amended and restated effective April 25, 2016   |

---

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.

UNITED TECHNOLOGIES CORPORATION  
(Registrant)

Date: April 25, 2016 By: /S/ PETER J. GRABER-LIPPERMAN

Peter J. Graber-Lipperman  
Corporate Vice President, Secretary and Associate General Counsel

---

EXHIBIT INDEX

Exhibit  
Number Exhibit Description

- 3.1 Restated Certificate of Incorporation of United Technologies Corporation as of April 25, 2016
- 3.2 Bylaws of United Technologies Corporation, as amended and restated effective April 25, 2016