

EchoStar CORP
Form 8-K
November 05, 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 (Date of earliest event reported): October 29, 2014

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

NEVADA
(State or other jurisdiction
of incorporation)

001-33807
(Commission
File
Number)

26-1232727
(IRS Employer
Identification No.)

100 INVERNESS TERRACE E.
ENGLEWOOD, COLORADO
(Address of principal executive offices)

80112
(Zip Code)

(303) 706-4000
(Registrant's telephone number, including area code)

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

On October 29, 2014, EchoStar Corporation (“EchoStar”) held its Annual Meeting of Shareholders (“Annual Meeting”).

The following matters were voted upon:

- a. The election of R. Stanton Dodge, Michael T. Dugan, Charles W. Ergen, Anthony M. Federico, Pradman P. Kaul, Tom A. Ortolf, and C. Michael Schroeder as directors to serve until the 2015 annual meeting of shareholders or until his respective successor shall be duly elected and qualified; and
- b. Ratification of the appointment of KPMG LLP as EchoStar’s independent registered public accounting firm for the fiscal year ending December 31, 2014.
- c. Re-approval of the material terms of the performance goals of the EchoStar Corporation 2008 Stock Incentive Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986, as amended.
- d. Approval of the compensation of the named executive officers of EchoStar on a non-binding advisory basis.

The following are the final voting results for each of the four items voted on at the meeting:

Election of Directors:

| Nominee | Votes | | |
|----------------------|-------------|------------|-----------|
| | For | Withheld | Non-Votes |
| R. Stanton Dodge | 490,955,722 | 23,464,179 | 2,638,213 |
| Michael T. Dugan | 491,740,912 | 22,678,989 | 2,638,213 |
| Charles W. Ergen | 491,268,588 | 23,151,313 | 2,638,213 |
| Anthony M. Federico | 500,283,331 | 14,136,570 | 2,638,213 |
| Pradman P. Kaul | 487,964,457 | 26,455,444 | 2,638,213 |
| Tom A. Ortolf | 497,019,036 | 17,400,865 | 2,638,213 |
| C. Michael Schroeder | 500,307,098 | 14,112,803 | 2,638,213 |

Ratification of the appointment of KPMG LLP:

| | Votes | | |
|--|-------------|---------|---------|
| | For | Against | Abstain |
| | 516,609,201 | 429,222 | 19,691 |

Re-approval of the material terms of the performance goals of the EchoStar Corporation 2008 Stock Incentive Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986, as amended:

| | Votes | | | |
|--|-------------|------------|---------|-----------|
| | For | Against | Abstain | Non-Votes |
| | 499,351,541 | 15,049,053 | 19,307 | 2,638,213 |

Approval of the compensation of the named executive officers of EchoStar on a non-binding advisory basis:

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| | For | Against | Votes Abstain | Non-Votes |
|--|-------------|------------|------------------|-----------|
| | 497,041,004 | 15,627,334 | 1,751,563 | 2,638,213 |

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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.

ECHOSTAR CORPORATION

Date: November 4, 2014

By:

/s/ Dean A. Manson
Executive Vice President, General Counsel
and Secretary

