

FMC CORP  
Form 8-K  
April 27, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 26, 2016

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FMC CORPORATION

(Exact name of registrant as specified in its charter)

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|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 1-2376<br><br>(Commission File Number) | 94-0479804<br><br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|  |                         |
|--|-------------------------|
| 1735 Market Street<br>Philadelphia, Pennsylvania<br>(Address of principal executive offices) | 19103<br><br>(Zip Code) |
|--|-------------------------|

Registrant's telephone number, including area code: 215-299-6000

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Check the appropriate box below if the Form 8-K 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
  - Soliciting material pursuant to Rule 14a-2 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) We held our annual meeting of stockholders on April 26, 2016 (the “Annual Meeting”); 133,744,543 shares of common stock were entitled to be voted; 121,120,373 shares were voted in person or by proxy.

(b) At the Annual Meeting, Pierre Brondeau, Eduardo E. Cordeiro, G. Peter D’Aloia, C. Scott Greer, K’Lynne Johnson, Dirk A. Kempthorne, Paul J. Norris, Robert C. Pallash, William H. Powell and Vincent R. Volpe, Jr. were each duly nominated for, and elected by the stockholders to our Board of Directors (the “Board”). These individuals will serve on our Board for a one-year term expiring in 2017. The number of votes cast for, withheld, abstained, and the number of broker non-votes with respect to each nominee is set forth below:

|                     | For         | Withhold  | Abstain   | Broker Non-Votes |
|---------------------|-------------|-----------|-----------|------------------|
| Pierre Brondeau     | 109,026,974 | 4,542,505 | 752,277   | 6,798,617        |
| Eduardo E. Cordeiro | 112,538,051 | 1,302,340 | 481,365   | 6,798,617        |
| G. Peter D’Aloia    | 111,355,395 | 2,282,432 | 683,929   | 6,798,617        |
| C. Scott Greer      | 105,533,783 | 6,596,547 | 2,191,426 | 6,798,617        |
| K’Lynne Johnson     | 110,016,597 | 2,363,111 | 1,942,048 | 6,798,617        |
| Dirk A. Kempthorne  | 112,703,743 | 1,181,717 | 436,296   | 6,798,617        |
| Paul J. Norris      | 110,079,610 | 2,315,658 | 1,926,488 | 6,798,617        |
| Robert C. Pallash   | 112,722,963 | 1,324,181 | 274,612   | 6,798,617        |
| William H. Powell   | 109,909,553 | 2,482,544 | 1,929,659 | 6,798,617        |
| Vincent R. Volpe Jr | 112,305,002 | 1,581,275 | 435,479   | 6,798,617        |

(c) At the Annual Meeting, the stockholders also voted on the ratification of the Audit Committee’s approval for the continuing service of KPMG LLP as the company’s independent registered public accounting firm for the fiscal year ending December 31, 2016. The number of votes cast for, against and abstained with respect to this proposal is set forth below:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 118,646,365 | 2,175,025 | 298,983 |

(d) At the Annual Meeting, the stockholders also voted, in a non-binding advisory vote, to not approve the compensation of the Company’s named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission. The number of votes cast for, against and abstained, and the number of broker non-votes, with respect to this proposal is set forth below:

| For        | Against    | Abstain   | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 52,278,826 | 59,949,364 | 2,093,866 | 6,798,617        |

(e) At the Annual Meeting, the stockholders also voted to defeat a stockholder proposal requesting the adoption of a policy giving preference to share repurchases over cash dividends. The number of votes cast for, against and abstained, and the number of broker non-votes, with respect to this proposal is set forth below:

| For       | Against     | Abstain   | Broker Non-Votes |
|-----------|-------------|-----------|------------------|
| 2,088,155 | 110,866,550 | 1,367,051 | 6,798,617        |

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 thereunto duly authorized.

FMC CORPORATION  
(Registrant)

Date: April 27, 2016 By: S/  
ANDREA  
E.  
UTECHT  
Andrea E.  
Utecht  
Executive  
Vice  
President,  
General  
Counsel  
and  
Secretary