

FMC CORP  
Form 8-K  
May 01, 2019

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 30, 2019

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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>(Commission File Number) | 94-0479804<br>(I.R.S. Employer<br>Identification No.) |
|---|------------------------------------|---|

|  |                     |
|--|---------------------|
| 2929 Walnut Street<br>Philadelphia, Pennsylvania<br>(Address of principal executive offices) | 19104<br>(Zip Code) |
|--|---------------------|

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

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Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                      | Trading Symbol | Name of each exchange on which registered |
|--|----------------|---|
| Common Stock, par value \$0.10 per share | FMC            | New York Stock Exchange                   |

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-12 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

Indicate by check mark whether the registrant is an emerging growth company as defined in 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) We held our annual meeting of stockholders on April 30, 2019 (the “Annual Meeting”); 131,608,289 shares of common stock were entitled to be voted; 117,107,651 shares were voted in person or by proxy.

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, Margareth Øvrum, Robert C. Pallash, William H. Powell and Vincent R.

(b) 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 2020. 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      | 103,221,526 | 4,670,077 | 401,863 | 8,814,185        |
| Eduardo E. Cordeiro  | 107,064,557 | 986,757   | 242,152 | 8,814,185        |
| G. Peter D’Aloia     | 104,909,708 | 3,143,392 | 240,366 | 8,814,185        |
| C. Scott Greer       | 104,311,733 | 3,735,118 | 246,615 | 8,814,185        |
| K’Lynne Johnson      | 107,736,760 | 315,453   | 241,253 | 8,814,185        |
| Dirk A. Kempthorne   | 106,980,778 | 1,087,994 | 224,694 | 8,814,185        |
| Paul J. Norris       | 103,582,950 | 4,466,423 | 244,093 | 8,814,185        |
| Margareth Øvrum      | 106,717,166 | 1,258,422 | 317,878 | 8,814,185        |
| Robert C. Pallash    | 106,625,477 | 1,413,959 | 254,030 | 8,814,185        |
| William H. Powell    | 107,663,647 | 382,904   | 246,915 | 8,814,185        |
| Vincent R. Volpe, Jr | 106,333,956 | 1,707,761 | 251,749 | 8,814,185        |

Accordingly, each of the nominees was duly elected.

(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, 2019. The number of votes cast for, against and abstained with respect to this proposal is set forth below:

Votes

For: 112,744,597

Against: 3,865,306

Abstain: 497,748

Accordingly, the selection of KPMG LLP as the company’s independent registered public accounting firm for 2019 was ratified.

(d) At the Annual Meeting, the stockholders also voted, in a non-binding advisory vote, to 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:

Votes

For: 100,790,836

Against: 7,053,634

Abstain: 448,996

Broker Non-Votes: 8,814,185

At the Annual Meeting, the stockholders also voted to approve a proposed amendment to the Company's Restated Certificate of Incorporation and the Company's Restated By-Laws to remove the supermajority vote requirement for the removal of directors. The number of votes cast for, against and abstained with respect to this proposal is set forth below:

|                   | Votes       |
|-------------------|-------------|
| For:              | 107,675,294 |
| Against:          | 299,229     |
| Abstain:          | 318,943     |
| Broker Non-Votes: | 8,814,185   |

Accordingly, the proposed amendment to the Company's Restated Certificate of Incorporation and the Company's Restated By-Laws to remove the supermajority vote requirement for the removal of directors was approved.

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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 thereunto duly authorized.

**FMC CORPORATION**  
(Registrant)

By:            /s/  
                  MICHAEL  
                  F. REILLY  
                  Michael F.  
                  Reilly  
                  Executive  
                  Vice  
                  President,  
                  General  
                  Counsel  
                  and  
                  Secretary

Date: May 1, 2019