

AbbVie Inc.
Form 8-K
May 10, 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): **May 6, 2016**

ABBVIE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-35565
(Commission File Number)

32-0375147
(IRS Employer
Identification No.)

1 North Waukegan Road
North Chicago, Illinois 60064-6400

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: **(847) 932-7900**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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.

AbbVie Inc. (AbbVie) held its Annual Meeting of Stockholders on May 6, 2016. The following is a summary of the matters voted on at that meeting.

- (1) The stockholders elected AbbVie's Class I Directors with terms expiring in 2019, as follows:

| Name | For | Withheld | Broker Non-Votes |
|-----------------------|---------------|-----------------|-------------------------|
| William H.L. Burnside | 1,096,503,500 | 27,564,642 | 252,971,981 |
| Brett J. Hart | 1,114,820,916 | 9,247,226 | 252,971,981 |
| Edward J. Rapp | 1,100,224,431 | 23,843,711 | 252,971,981 |

- (2) The stockholders ratified the appointment of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2016, as follows:

| For | Against | Abstain |
|---------------|----------------|----------------|
| 1,340,179,406 | 33,985,696 | 2,875,021 |

- (3) The stockholders approved, on an advisory basis, the compensation of AbbVie's named executive officers listed in the proxy statement for the 2016 annual meeting, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 1,060,483,805 | 56,453,483 | 7,130,854 | 252,971,981 |

- (4) The stockholders did not approve the management proposal regarding the annual election of directors, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 1,113,543,016 | 5,999,908 | 4,525,218 | 252,971,981 |

- (5) The stockholders approved the material terms of performance goals under the AbbVie Performance Incentive Plan, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 1,089,198,311 | 28,289,479 | 6,580,352 | 252,971,981 |

(6) The stockholders did not approve a stockholder proposal regarding a drug disposal report, as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 71,469,196 | 880,815,791 | 171,783,155 | 252,971,981 |

(7) The stockholders did not approve a stockholder proposal regarding a lobbying report, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 284,683,921 | 683,454,925 | 155,929,296 | 252,971,981 |

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.

ABBVIE INC.

Date: May 10, 2016

By:

/s/ Laura J. Schumacher
Laura J. Schumacher
Executive Vice President, External Affairs,
General Counsel, and Corporate Secretary