

WHIRLPOOL CORP /DE/  
Form 8-K  
April 17, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 15, 2014**

**WHIRLPOOL CORPORATION**  
**(Exact name of registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-3932**  
**(Commission File**  
**Number)**

**38-1490038**  
**(IRS Employer**  
**Identification No.)**

**2000 M-63 North, Benton Harbor, Michigan**

**49022-2692**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**(269) 923-5000**

**(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))

## Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2014 Whirlpool Corporation (the Corporation) annual meeting of stockholders held on April 15, 2014 (the 2014 Annual Meeting), the stockholders approved the Whirlpool Corporation 2014 Executive Performance Excellence Plan (the EPEP). The terms and conditions of the EPEP and awards contemplated thereunder are described in Whirlpool's Proxy Statement dated March 3, 2014 (Proxy Statement), which description is incorporated by reference herein. This summary is qualified in its entirety by reference to the EPEP, filed as Exhibit 10.1 to this report.

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

On April 15, 2014, the Corporation held its 2014 Annual Meeting. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in the Proxy Statement. The results of the stockholder vote are as follows:

- a. Samuel R. Allen, Gary T. DiCamillo, Diane M. Dietz, Geraldine T. Elliott, Jeff M. Fettig, Michael F. Johnston, William T. Kerr, John D. Liu, Harish Manwani, William D. Perez, Michael A. Todman, and Michael D. White were each elected by the stockholders to a term to expire in 2015 or until their respective successors are duly elected and qualified.

| Nominees             | For        | Against   | Abstain | Broker Non-Votes |
|----------------------|------------|-----------|---------|------------------|
| Samuel R. Allen      | 57,522,401 | 1,411,447 | 145,477 | 6,159,359        |
| Gary T. DiCamillo    | 57,999,789 | 929,960   | 149,576 | 6,159,359        |
| Diane M. Dietz       | 57,098,296 | 1,836,765 | 144,264 | 6,159,359        |
| Geraldine T. Elliott | 58,250,460 | 691,341   | 137,524 | 6,159,359        |
| Jeff M. Fettig       | 57,124,600 | 1,601,478 | 353,247 | 6,159,359        |
| Michael F. Johnston  | 56,148,616 | 2,771,407 | 159,302 | 6,159,359        |
| William T. Kerr      | 58,282,807 | 635,137   | 161,381 | 6,159,359        |
| John D. Liu          | 57,884,048 | 1,039,766 | 155,511 | 6,159,359        |
| Harish Manwani       | 55,877,210 | 3,050,031 | 152,084 | 6,159,359        |
| William D. Perez     | 58,767,572 | 159,666   | 152,087 | 6,159,359        |
| Michael A. Todman    | 58,641,872 | 293,569   | 143,884 | 6,159,359        |
| Michael D. White     | 57,482,194 | 1,441,362 | 155,769 | 6,159,359        |

- b. The stockholders approved, on an advisory (non-binding) basis, the compensation paid to the Corporation's named executive officers disclosed in the Proxy Statement, including the Compensation Discussion & Analysis, the compensation tables and related disclosure.

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 56,510,131 | 2,116,436 | 452,758 | 6,159,359        |

- c. The stockholders ratified the appointment of Ernst & Young LLP as the Corporation's independent registered public accounting firm for 2014.

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| For        | Against   | Abstain |
|------------|-----------|---------|
| 62,922,535 | 2,165,613 | 150,536 |

d. The stockholders approved the Whirlpool Corporation 2014 Executive Performance Excellence Plan.

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 55,699,870 | 3,076,459 | 302,996 | 6,159,359        |

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

10.1 Whirlpool Corporation 2014 Executive Performance Excellence Plan

*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.

WHIRLPOOL CORPORATION

Date: April 17, 2014

By: /s/ KIRSTEN J. HEWITT

Name: Kirsten J. Hewitt

Title: Senior Vice President Corporate Affairs, General  
Counsel, and Corporate Secretary