

EXPEDITORS INTERNATIONAL OF WASHINGTON INC  
Form 8-K  
May 06, 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: May 3, 2016  
(Date of earliest event reported)

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

(Exact name of registrant as specified in its charter)

Washington 000-13468 91-1069248

(State or other jurisdiction of (Commission File No.) (IRS Employer  
incorporation or organization) Identification Number)

1015 Third Avenue, 12<sup>th</sup> Floor, Seattle, Washington 98104  
(Address of principal executive (Zip Code)  
offices)

(206) 674-3400  
(Registrant's telephone number, including area  
code)

N/A  
(Former name or former address, if changed  
since last report)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 3, 2016, the Board of Directors of Expeditors International of Washington, Inc. (the “Company”) adopted an amendment (the “Amendment”) to the Bylaws of the Company to implement proxy access consistent with the proposal approved by the shareholders at the Company's Annual Meeting. The Amendment became effective immediately upon its adoption.

A summary of certain key terms and conditions of the Amendment is attached hereto as Exhibit 99.1 and the Bylaws, as so amended and restated, are attached hereto as Exhibit 3.2, both of which exhibits are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number Description

|      |   |
|------|---|
| 3.2  | Amended and Restated Bylaws of Expeditors International of Washington, Inc. (as of May 3, 2016) |
| 99.1 | Summary of Key Terms and Conditions of amendments to Bylaws to effect proxy access              |

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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.

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

May 6, 2016 /s/ Benjamin G. Clark

Benjamin G. Clark, Senior Vice President, General Counsel and Corporate Secretary