

TEREX CORP
Form 8-K
May 19, 2015

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 15, 2015

TEREX CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|---------------------------------------------------------------|----------------------------------------|----------------------------------------------------|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-10702 (Commission File Number) | 34-1531521 (IRS Employer Identification No.) |
|---------------------------------------------------------------|----------------------------------------|----------------------------------------------------|

| | |
|----------------------------------------------------------------------------------------|---------------------|
| 200 Nyala Farm Road, Westport, Connecticut (Address of Principal Executive Offices) | 06880 (Zip Code) |
|----------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code (203) 222-7170

NOT APPLICABLE
(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 (see General Instruction A.2. below):

- 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Company's Annual Meeting was held on May 15, 2015.

(b) At the Annual Meeting, the Company's stockholders (i) elected Ronald M. DeFeo, G. Chris Andersen, Paula H. J. Cholmondeley, Donald DeFosset, Thomas J. Hansen, Raimund Klinkner, David A. Sachs, Oren G. Shaffer, David C. Wang and Scott W. Wine to the Company's Board of Directors until the Company's next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified, (ii) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 and (iii) approved in an advisory vote, the compensation of the Company's named executive officers.

The voting results for each matter submitted to a vote of stockholders at the Company's Annual Meeting were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|-----------|---------------------|
| Proposal 1: Election of Directors: | | | | |
| Ronald M. DeFeo | 70,947,486 | 4,355,269 | 1,760,917 | 15,107,400 |
| G. Chris Andersen | 73,568,786 | 3,341,839 | 153,047 | 15,107,400 |
| Paula H. J. Cholmondeley | 73,644,082 | 3,331,363 | 88,227 | 15,107,400 |
| Donald DeFosset | 73,433,629 | 3,463,782 | 166,261 | 15,107,400 |
| Thomas J. Hansen | 76,641,196 | 257,654 | 164,822 | 15,107,400 |
| Raimund Klinkner | 76,461,858 | 428,051 | 173,763 | 15,107,400 |
| David A. Sachs | 73,660,358 | 3,246,213 | 157,101 | 15,107,400 |
| Oren G. Shaffer | 76,629,650 | 276,685 | 157,337 | 15,107,400 |
| David C. Wang | 76,631,189 | 273,522 | 158,961 | 15,107,400 |
| Scott W. Wine | 75,291,993 | 1,597,673 | 174,006 | 15,107,400 |
| Proposal 2: Ratification of the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm for the Company for 2015 | | | | |
| | 91,453,766 | 502,225 | 215,081 | -0- |
| Proposal 3: Advisory vote on the compensation of the Company's named executive officers | | | | |
| | 74,781,995 | 2,050,468 | 231,209 | 15,107,400 |

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 hereunto duly authorized.

Date: May 19, 2015

TEREX CORPORATION

By: /s/ Kevin P. Bradley
Kevin P. Bradley
Senior Vice President and
Chief Financial Officer