

TEXTRON INC  
Form 8-K  
April 24, 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): **April 22, 2015**

**TEXTRON INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of  
Incorporation)

**1-5480**  
(Commission File Number)

**05-0315468**  
(IRS Employer  
Identification Number)

**40 Westminster Street, Providence, Rhode Island 02903**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(401) 421-2800**

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 Instructions A.2. below):

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- 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.**

(a) The 2015 Annual Meeting of Shareholders of Textron was held on April 22, 2015.

The results of the voting on the matters submitted to our shareholders are as follows:

1. The following persons were elected to serve as directors until the next annual shareholders meeting and received the following votes:

|                               | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------------------------|-------------|----------------|----------------|------------------------|
| Scott C. Donnelly             | 227,967,542 | 6,560,408      | 2,120,708      | 18,762,126             |
| Kathleen M. Bader             | 209,585,866 | 24,808,881     | 2,253,911      | 18,762,126             |
| R. Kerry Clark                | 227,988,489 | 6,339,603      | 2,320,566      | 18,762,126             |
| James T. Conway               | 227,288,784 | 7,044,922      | 2,314,952      | 18,762,126             |
| Ivor J. Evans                 | 226,077,643 | 8,034,479      | 2,536,536      | 18,762,126             |
| Lawrence K. Fish              | 224,816,965 | 9,358,458      | 2,473,235      | 18,762,126             |
| Paul E. Gagné                 | 226,501,022 | 7,802,559      | 2,354,077      | 18,762,126             |
| Dain M. Hancock               | 228,820,134 | 5,438,584      | 2,389,940      | 18,762,126             |
| Lord Powell of Bayswater KCMG | 224,424,855 | 9,704,285      | 2,519,518      | 18,762,126             |
| Lloyd G. Trotter              | 229,092,594 | 5,202,137      | 2,353,927      | 18,762,126             |
| James L. Ziemer               | 229,326,415 | 5,007,135      | 2,315,108      | 18,762,126             |

2. The proposed Textron Inc. 2015 Long-Term Incentive Plan was approved by the following vote:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 222,502,803 | 11,914,089     | 2,231,766      | 18,762,126             |

3. The advisory (non-binding) resolution to approve the compensation of our named executive officers, as disclosed in our proxy statement, was approved by the following vote:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 218,589,584 | 15,528,378     | 2,530,696      | 18,762,126             |

4. The appointment of Ernst & Young LLP by the Audit Committee as Textron's independent registered public accounting firm for 2015 was ratified by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
|------------|----------------|----------------|------------------------|

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|             |           |           |
|-------------|-----------|-----------|
| 249,949,582 | 3,972,451 | 1,488,751 |
|-------------|-----------|-----------|

5. The shareholder proposal regarding an independent board chairman was rejected by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 43,711,785 | 189,976,670    | 2,960,203      | 18,762,126             |

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6. The shareholder proposal regarding an incentive compensation recoupment policy was rejected by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 48,986,918 | 183,847,010    | 3,814,730      | 18,762,126             |

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.

TEXTRON INC.  
(Registrant)

By:

/s/ E. Robert Lupone  
E. Robert Lupone  
Executive Vice President, General Counsel and  
Secretary

Date: April 23, 2015