

INTERNATIONAL BUSINESS MACHINES CORP
Form 8-K
May 03, 2019

**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: **April 30, 2019**

(Date of earliest event reported)

**INTERNATIONAL BUSINESS MACHINES
CORPORATION**

(Exact name of registrant as specified in its charter)

New York
(State of Incorporation)

1-2360
(Commission File Number)

13-0871985
(IRS employer Identification No.)

ARMONK, NEW YORK
(Address of principal executive offices)

10504
(Zip Code)

914-499-1900
(Registrant's telephone number)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol | Name of each exchange on which registered |
|--|----------------|---|
| Capital stock, par value \$.20 per share | IBM | New York Stock Exchange Chicago Stock Exchange |
| 1.375% Notes due 2019 | IBM 19B | New York Stock Exchange |
| 2.750% Notes due 2020 | IBM 20B | New York Stock Exchange |
| 1.875% Notes due 2020 | IBM 20A | New York Stock Exchange |
| 0.500% Notes due 2021 | IBM 21B | New York Stock Exchange |
| 2.625% Notes due 2022 | IBM 22A | New York Stock Exchange |
| 1.25% Notes due 2023 | IBM 23A | New York Stock Exchange |
| 0.375% Notes due 2023 | IBM 23B | New York Stock Exchange |
| 1.125% Notes due 2024 | IBM 24A | New York Stock Exchange |
| 2.875% Notes due 2025 | IBM 25A | New York Stock Exchange |
| 0.950% Notes due 2025 | IBM 25B | New York Stock Exchange |
| 0.875% Notes due 2025 | IBM 25C | New York Stock Exchange |
| 0.300% Notes due 2026 | IBM 26B | New York Stock Exchange |

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| | | |
|----------------------------|---------|-------------------------|
| 1.250% Notes due 2027 | IBM 27B | New York Stock Exchange |
| 1.750% Notes due 2028 | IBM 28A | New York Stock Exchange |
| 1.500% Notes due 2029 | IBM 29 | New York Stock Exchange |
| 1.750% Notes due 2031 | IBM 31 | New York Stock Exchange |
| 8.375% Debentures due 2019 | IBM 19 | New York Stock Exchange |
| 7.00% Debentures due 2025 | IBM 25 | New York Stock Exchange |
| 6.22% Debentures due 2027 | IBM 27 | New York Stock Exchange |
| 6.50% Debentures due 2028 | IBM 28 | New York Stock Exchange |
| 7.00% Debentures due 2045 | IBM 45 | New York Stock Exchange |
| 7.125% Debentures due 2096 | IBM 96 | New York Stock Exchange |

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

(a) International Business Machines Corporation (IBM or the company) held its Annual Meeting of Stockholders on April 30, 2019. Below are the final voting results. For more information on the following proposals, see IBM's proxy statement dated March 11, 2019, the relevant portions of which are incorporated herein by reference.

(b)

Election of Directors for a Term of One Year:

| DIRECTOR | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|---------------|-------------|------------|-----------|------------------|
| M. L. Eskew | 465,454,521 | 72,881,402 | 5,156,048 | 174,563,896 |
| D. N. Farr | 529,578,712 | 8,846,431 | 5,065,192 | 174,563,896 |
| A. Gorsky | 521,026,071 | 17,405,089 | 5,062,765 | 174,563,896 |
| M. Howard | 527,308,470 | 11,355,257 | 4,828,541 | 174,563,896 |
| S. A. Jackson | 479,900,761 | 58,664,239 | 4,926,596 | 174,563,896 |
| A. N. Liveris | 523,433,857 | 14,946,214 | 5,112,285 | 174,563,896 |
| M. E. Pollack | 528,804,254 | 9,791,928 | 4,895,028 | 174,563,896 |
| V. M. Rometty | 497,643,206 | 39,434,860 | 6,414,889 | 174,563,896 |
| J. R. Swedish | 518,927,497 | 19,329,656 | 5,236,019 | 174,563,896 |
| S. Taurel | 513,917,630 | 24,488,682 | 5,083,574 | 174,563,896 |
| P. R. Voser | 528,698,595 | 9,731,750 | 5,063,021 | 174,563,896 |
| F. H. Waddell | 529,899,941 | 8,376,127 | 5,216,681 | 174,563,896 |

Ratification of Appointment of Independent Registered Public Accounting Firm:

| | | |
|---------|-------------|-------|
| For | 683,061,311 | 95.8% |
| Against | 29,967,800 | 4.2% |
| Abstain | 5,024,490 | |

Management Proposal on Advisory Vote on Executive Compensation (Say on Pay):

| | | |
|------------------|-------------|-------|
| For | 470,033,848 | 87.8% |
| Against | 65,413,450 | 12.2% |
| Abstain | 8,039,710 | |
| Broker Non-Votes | 174,563,896 | |

Approval of Long-Term Incentive Performance Terms for Certain Executives for Awards Eligible for Transitional Relief Pursuant to Section 162(m) of the Internal Revenue Code:

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| | | |
|------------------|-------------|-------|
| For | 499,079,416 | 93.3% |
| Against | 36,001,124 | 6.7% |
| Abstain | 8,405,965 | |
| Broker Non-Votes | 174,563,896 | |

Stockholder Proposal on the Right to Act by Written Consent:

| | | |
|------------------|-------------|-------|
| For | 223,717,285 | 41.9% |
| Against | 309,885,885 | 58.1% |
| Abstain | 9,887,385 | |
| Broker Non-Votes | 174,563,896 | |

Stockholder Proposal to Have an Independent Board Chairman:

| | | |
|------------------|-------------|-------|
| For | 216,879,281 | 40.5% |
| Against | 318,746,525 | 59.5% |
| Abstain | 7,856,550 | |
| Broker Non-Votes | 174,563,896 | |

IBM's web site (www.ibm.com) contains a significant amount of information about IBM, including financial and other information for investors (www.ibm.com/investor/). IBM encourages investors to visit its various web sites from time to time, as information is updated and new information is posted.

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.

Date: May 3, 2019

By: /s/ Christina M. Montgomery
Christina M. Montgomery
Vice President and Secretary