

TYSON FOODS INC
Form 8-K
February 15, 2017

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): February 9, 2017

Tyson Foods, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation or organization)

001-14704
(Commission File Number)

71-0225165
(IRS Employer Identification No.)

2200 West Don Tyson Parkway, Springdale, AR 72762-6999
(479) 290-4000
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

Not applicable
(Former name, former address and former fiscal year, if applicable)

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

On February 14, 2017, Tyson Foods, Inc. (the “Company”) announced certain senior-level management changes, including the departure of Donnie King, President North American Operations, effective February 28, 2017. Mr. King was a “named executive officer” in the Company’s most recent proxy statement for its annual meeting of shareholders.

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

The annual meeting of the shareholders of the Company was held on February 9, 2017. Matters voted on by shareholders included (i) the election of directors to the Company’s board of directors, (ii) ratification of the Company’s selection of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2017, (iii) approval, on a non-binding advisory basis, of the compensation of the Company’s named executive officers, (iv) approval, on a non-binding advisory basis, of the frequency of the advisory vote regarding the compensation of the Company’s named executive officers, (v) a shareholder proposal to request a report disclosing the Company’s policy and procedures, expenditures, and other activities related to lobbying and grassroots lobbying communications (“Proposal No. 1”), (vi) a shareholder proposal to request a report on steps the Company is taking to foster greater diversity on the Board of Directors (“Proposal No. 2”), (vii) a shareholder proposal to amend the Company’s bylaws to implement proxy access (“Proposal No. 3”), and (viii) a shareholder proposal to adopt and implement a water stewardship policy at Company and supplier facilities (“Proposal No. 4”). The results of the shareholders’ votes are reported below.

(i) With respect to the election of directors:

| Directors | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------------------|-------------|---------------|-----------------|------------------|
| John Tyson | 903,971,279 | 26,459,693 | 105,666 | 20,079,959 |
| Gaurdie E. Banister Jr. | 922,515,327 | 7,887,970 | 133,341 | 20,079,959 |
| Mike Beebe | 907,257,723 | 23,155,097 | 123,818 | 20,079,959 |
| Mikel A. Durham | 905,599,868 | 24,798,910 | 137,860 | 20,079,959 |
| Tom Hayes | 923,156,616 | 7,246,464 | 133,558 | 20,079,959 |
| Kevin M. McNamara | 922,292,773 | 7,986,452 | 257,413 | 20,079,959 |
| Cheryl S. Miller | 930,061,573 | 350,439 | 124,626 | 20,079,959 |
| Brad T. Sauer | 922,544,986 | 7,853,983 | 137,669 | 20,079,959 |
| Jeffrey K. Schomburger | 930,074,129 | 320,423 | 142,086 | 20,079,959 |
| Robert Thurber | 907,256,415 | 23,142,374 | 137,849 | 20,079,959 |
| Barbara A. Tyson | 921,460,147 | 8,978,164 | 98,327 | 20,079,959 |

(ii) With respect to the ratification of the Company’s selection of PwC:

Votes For 947,140,257
 Votes Against 2,872,909
 Votes Abstained 603,431

(iii) With respect to the approval, on a non-binding advisory basis, of the compensation of the Company’s named executive officers:

Votes For 911,154,167
 Votes Against 19,097,830
 Votes Abstained 284,641

Broker Non-Votes 20,079,959

(iv) With respect to approval, on a non-binding advisory basis, of the frequency of the advisory vote regarding the compensation of the Company's named executive officers:

| | |
|-----------------|-------------|
| One year | 192,514,197 |
| Two years | 678,865 |
| Three years | 737,032,756 |
| Votes Abstained | 310,820 |

(v) With respect to Proposal No. 1:

| | |
|------------------|-------------|
| Votes For | 110,069,690 |
| Votes Against | 814,372,346 |
| Votes Abstained | 6,094,602 |
| Broker Non-Votes | 20,079,959 |

(vi) With respect to Proposal No. 2:

| | |
|------------------|-------------|
| Votes For | 22,312,650 |
| Votes Against | 893,160,080 |
| Votes Abstained | 15,063,908 |
| Broker Non-Votes | 20,079,959 |

(vii) With respect to Proposal No. 3:

| | |
|------------------|-------------|
| Votes For | 201,895,800 |
| Votes Against | 727,769,773 |
| Votes Abstained | 871,065 |
| Broker Non-Votes | 20,079,959 |

(viii) With respect to Proposal No. 4:

| | |
|------------------|-------------|
| Votes For | 134,645,104 |
| Votes Against | 784,720,194 |
| Votes Abstained | 11,171,340 |
| Broker Non-Votes | 20,079,959 |

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.

TYSON FOODS, INC.

Date: February 15, 2017 By: /s/ Dennis Leatherby

Name: Dennis Leatherby

Title: Executive Vice President and Chief Financial Officer