

IRON MOUNTAIN INC
Form 8-K
June 02, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 28, 2015**

IRON MOUNTAIN INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-13045
(Commission File Number)

One Federal Street
Boston, Massachusetts
(Address of Principal Executive Offices)

23-2588479
(IRS Employer Identification No.)

02110
(Zip Code)

(617) 535-4766

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(Registrant's Telephone Number, Including Area Code)

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

At the Annual Meeting of Stockholders of Iron Mountain Incorporated (the Company) held on May 28, 2015 (the Annual Meeting), the Company's stockholders elected ten directors, each for a one-year term of office to serve until the Company's 2016 Annual Meeting of Stockholders, or until their successors are elected and qualified. The nominated directors received the following votes:

| Name | For | Against | Abstain | Broker Non-Vote |
|------------------------|-------------|-----------|---------|-----------------|
| Jennifer Allerton | 180,051,720 | 3,757,427 | 82,396 | 12,737,568 |
| Ted R. Antenucci | 182,890,232 | 922,887 | 78,424 | 12,737,568 |
| Pamela M. Arway | 183,318,545 | 496,586 | 76,412 | 12,737,568 |
| Clarke H. Bailey | 181,456,684 | 2,356,348 | 78,511 | 12,737,568 |
| Kent P. Dauten | 182,048,363 | 1,765,460 | 77,720 | 12,737,568 |
| Paul F. Deninger | 182,951,305 | 861,883 | 78,355 | 12,737,568 |
| Per-Kristian Halvorsen | 182,781,085 | 1,031,115 | 79,343 | 12,737,568 |
| William L. Meaney | 182,944,814 | 871,516 | 75,213 | 12,737,568 |
| Walter C. Rakowich | 183,407,303 | 406,064 | 78,176 | 12,737,568 |
| Alfred J. Verrecchia | 182,750,785 | 1,033,101 | 107,657 | 12,737,568 |

At the Annual Meeting, the Company's stockholders approved a nonbinding advisory resolution on the compensation paid to the Company's named executive officers as disclosed pursuant to Item 402 of Regulation S-K in the Proxy Statement. This proposal received the following votes:

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 179,847,014 | 3,810,332 | 234,197 | 12,737,568 |

At the Annual Meeting, the Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. This proposal received the following votes:

| For | Against | Abstain |
|-------------|-----------|---------|
| 195,086,573 | 1,404,088 | 138,450 |

The results reported above are final voting results.

Item 8.01. Other Events.

On May 28, 2015, upon recommendation from the Company's Nominating and Governance Committee (the Nominating and Governance Committee), the Board of Directors of the Company (the Board of Directors) approved the appointment of the following members of the Company's Audit, Compensation and Nominating and Governance Committees, effective May 28, 2015:

Audit Committee

Walter C. Rakowich, Chair

Jennifer Allerton

Ted R. Antenucci

Kent P. Dauten

Compensation Committee

Pamela M. Arway, Chair

Clarke H. Bailey

Per-Kristian Halvorsen

Nominating and Governance Committee

Alfred J. Verrecchia, Chair

Pamela M. Arway

Clarke H. Bailey

Kent P. Dauten

Walter C. Rakowich

The Company also has a Finance Committee and a Risk and Safety Committee, neither of which is required by the rules of the New York Stock Exchange. On May 28, 2015, the Board of Directors, upon recommendation from the Nominating and Governance Committee, approved the appointment of the following members to these committees, effective May 28, 2015:

Finance Committee

Kent P. Dauten, Chair

Ted R. Antenucci

Paul F. Deninger

Risk and Safety Committee

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Clarke H. Bailey, Chair

Jennifer Allerton

Paul F. Deninger

Per-Kristian Halvorsen

William L. Meaney

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.

IRON MOUNTAIN INCORPORATED

| | |
|--------|---|
| By: | /s/ Ernest W. Cloutier |
| Name: | Ernest W. Cloutier |
| Title: | Executive Vice President, General Counsel and Secretary |

Date: June 2, 2015