

DOVER Corp
Form 8-K
May 06, 2014

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 1, 2014

DOVER CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction

of Incorporation)

1-4018
(Commission

File Number)
3005 Highland Parkway

53-0257888
(I.R.S. Employer

Identification No.)

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Downers Grove, Illinois 60515

(Address of Principal Executive Offices)

(630) 541-1540

(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 (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))

Item 5.03 Material Modification to Rights of Security Holders.

The information set forth in Items 5.03 and 5.07 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

As discussed below, at the Annual Meeting of Shareholders of Dover Corporation (the "Company"), held on May 1, 2014, the Company's shareholders approved an amendment to Article 14 of the Company's Restated Certificate of Incorporation and approved an amendment to Section 3 of Article II of the Company's By-Laws. Following the Annual Meeting of Shareholders, the Company's Board of Directors, also on May 1, 2014, approved the further restatement of the Company's Restated Certificate of Incorporation so as to integrate into a single document the Restated Certificate of Incorporation, the amendment to Article 14 thereof and Certificates of Correction thereto previously filed with the Secretary of State's office of the State of Delaware. The Board of Directors also approved the restatement of the Company's By-Laws to integrate into the By-Laws the amendment to Section 3 of Article II thereof approved by the shareholders at the Annual Meeting.

The Fourth Restated Certificate of Incorporation (as filed with the Secretary of State's Office of the State of Delaware and effective on May 2, 2014) and the Restated By-Laws (as effective as of May 1, 2014) are attached hereto as Exhibits 3(i)(a) and 3(ii)(a), respectively.

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

The Company held its Annual Meeting of Shareholders on May 1, 2014, at which meeting the shareholders:

elected the twelve directors listed below;

ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014;

reapproved the performance criteria under the Executive Officer Annual Incentive Plan as required periodically under Section 162(m) of the Internal Revenue Code;

approved, on an advisory basis, named executive officer compensation;

approved amendments to Article 14 of the Company's Restated Certificate of Incorporation eliminating the super-majority voting requirements in Article 14; and

approved an amendment to Section 3 of Article II of the Company's By-Laws to permit shareholders to call a special meeting.

The shareholders also voted on proposals to amend Articles 15 and 16 of the Company's Restated Certificate of Incorporation to eliminate the super-majority voting requirement to amend such Articles. Those proposals did not

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pass, as passage required the affirmative vote of at least 80% of the outstanding shares of common stock. The proposals to amend Articles 15 and 16 received the affirmative vote of 76.6% and 76.6% of the outstanding shares of common stock, respectively.

The breakdown of the shareholder votes on these matters is listed below:

1. Election of directors:

| Director | For | Against | Abstain | Broker Non-Vote |
|----------------------|-------------|-----------|---------|-----------------|
| Robert W. Cremin | 130,734,099 | 618,359 | 341,137 | 13,977,421 |
| Jean-Pierre M. Ergas | 128,840,275 | 2,514,925 | 338,395 | 13,977,421 |
| Peter T. Francis | 130,856,406 | 505,786 | 331,403 | 13,977,421 |
| Kristiane C. Graham | 128,996,488 | 2,360,719 | 336,388 | 13,977,421 |
| Michael F. Johnston | 131,145,436 | 214,242 | 333,917 | 13,977,421 |
| Robert A. Livingston | 130,880,543 | 488,392 | 324,660 | 13,977,421 |
| Richard K. Lochridge | 128,495,980 | 2,865,638 | 331,977 | 13,977,421 |
| Bernard G. Rethore | 129,183,397 | 2,168,081 | 342,117 | 13,977,421 |
| Michael B. Stubbs | 129,268,924 | 2,089,099 | 335,572 | 13,977,421 |
| Stephen M. Todd | 131,211,289 | 145,221 | 337,085 | 13,977,421 |
| Stephen K. Wagner | 131,159,444 | 193,300 | 340,851 | 13,977,421 |
| Mary A. Winston | 130,938,178 | 418,157 | 337,260 | 13,977,421 |

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014:

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 143,625,077 | 1,688,393 | 357,546 | 0 |

3. Proposal to reapprove the performance criteria of the Executive Officer Annual Incentive Plan:

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 128,237,174 | 3,044,006 | 412,415 | 13,977,421 |

4. Proposal to approve, on an advisory basis, named executive officer compensation:

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 124,342,858 | 6,662,742 | 687,995 | 13,977,421 |

5. Proposal to approve amendments to Article 14 of the Company's Restated Certificate of Incorporation (Elimination of super-majority voting requirements in Article 14):

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 130,217,226 | 1,042,481 | 433,888 | 13,977,421 |

6. Proposal to approve amendments to Article 15 of the Company's Certificate of Incorporation (Elimination of super-majority voting requirement to amend Article 15):

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| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 130,226,377 | 1,031,539 | 435,679 | 13,977,421 |

7. Proposal to approve amendments to Article 16 of the Company's Restated Certificate of Incorporation (Elimination of super-majority voting requirement to amend Article 16):

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 130,228,092 | 1,030,323 | 435,180 | 13,977,421 |

8. Proposal to approve an amendment to the Company's By-Laws to permit shareholders to call a special meeting:

| For | Against | Abstain | Broker Non-Vote |
|-------------|---------|---------|-----------------|
| 131,168,821 | 135,622 | 389,152 | 13,977,421 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

| Exhibit No. | Description |
|--------------------|--|
| 3(i)(a) | Fourth Restated Certificate of Incorporation of the Company (as filed with the Secretary of State's Office of the State of Delaware on May 2, 2014). |
| 3(ii)(a) | Restated By-Laws of the Company, effective as of May 1, 2014. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 6, 2014

DOVER CORPORATION
(Registrant)

By: /s/ Ivonne M. Cabrera
Ivonne M. Cabrera
Senior Vice President, General Counsel & Secretary

EXHIBIT INDEX

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