

INTERNATIONAL BUSINESS MACHINES CORP  
Form 8-K  
May 01, 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: April 28, 2015**

(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)

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:

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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.**

International Business Machines Corporation (IBM) held its Annual Meeting of Stockholders on April 28, 2015. Below are the final voting results. For more information on the following proposals, see IBM's proxy statement dated March 9, 2015, the relevant portions of which are incorporated herein by reference.

- The stockholders elected each of the fourteen nominees to the Board of Directors for a one-year term by a majority of the votes cast:

| <b>DIRECTOR</b>    | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------|-------------|----------------|----------------|-----------------------------|
| A.J.P. Belda       | 602,461,637 | 20,243,344     | 5,967,016      | 166,640,169                 |
| W.R. Brody         | 607,109,725 | 16,069,250     | 5,493,227      | 166,640,169                 |
| K.I. Chenault      | 599,412,555 | 23,705,690     | 5,553,905      | 166,640,169                 |
| M.L. Eskew         | 561,662,854 | 61,447,247     | 5,558,940      | 166,640,169                 |
| D.N. Farr          | 611,857,336 | 11,266,667     | 5,540,017      | 166,640,169                 |
| A. Gorsky          | 608,209,462 | 14,849,566     | 5,613,190      | 166,640,169                 |
| S.A. Jackson       | 568,626,064 | 53,954,241     | 6,088,456      | 166,640,169                 |
| A.N. Liveris       | 604,344,663 | 18,784,662     | 5,542,449      | 166,640,169                 |
| W.J. McNerney, Jr. | 600,997,418 | 22,259,286     | 5,415,017      | 166,640,169                 |
| J.W. Owens         | 612,016,609 | 11,147,135     | 5,508,206      | 166,640,169                 |
| V.M. Rometty       | 589,753,706 | 31,574,578     | 7,340,744      | 166,640,169                 |
| J.E. Spero         | 608,251,496 | 14,937,649     | 5,480,569      | 166,640,169                 |
| S. Taurel          | 608,217,136 | 14,774,021     | 5,680,961      | 166,640,169                 |
| P.R. Voser         | 607,055,749 | 15,921,601     | 5,694,673      | 166,640,169                 |

- The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for the company:

|         |             |        |
|---------|-------------|--------|
| For     | 778,839,954 | 98.54% |
| Against | 11,515,058  | 1.46%  |
| Abstain | 4,953,300   |        |

- Advisory Vote on Executive Compensation:

|                  |             |        |
|------------------|-------------|--------|
| For              | 580,516,588 | 93.65% |
| Against          | 39,376,657  | 6.35%  |
| Abstain          | 8,775,532   |        |
| Broker Non-Votes | 166,640,169 |        |

- Stockholder Proposal for Disclosure of Lobbying Policies and Practices:

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|                  |             |        |
|------------------|-------------|--------|
| For              | 133,564,914 | 22.44% |
| Against          | 461,724,244 | 77.56% |
| Abstain          | 33,374,350  |        |
| Broker Non-Votes | 166,640,169 |        |

• Stockholder Proposal on the Right to Act by Written Consent:

|                  |             |        |
|------------------|-------------|--------|
| For              | 192,776,015 | 31.14% |
| Against          | 426,335,306 | 68.86% |
| Abstain          | 9,559,577   |        |
| Broker Non-Votes | 166,640,169 |        |

• Stockholder Proposal to Limit Accelerated Executive Pay:

|                  |             |        |
|------------------|-------------|--------|
| For              | 181,651,778 | 29.26% |
| Against          | 439,078,683 | 70.74% |
| Abstain          | 7,940,045   |        |
| Broker Non-Votes | 166,640,169 |        |

• Stockholder Proposal on Establishing a Public Policy Committee:

|                  |             |        |
|------------------|-------------|--------|
| For              | 29,669,123  | 4.95%  |
| Against          | 569,817,501 | 95.05% |
| Abstain          | 29,174,498  |        |
| Broker Non-Votes | 166,640,169 |        |

IBM's web site ([www.ibm.com](http://www.ibm.com)) contains a significant amount of information about IBM, including financial and other information for investors ([www.ibm.com/investor/](http://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 1, 2015

By:

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