

AT&T INC.
Form 8-K
April 28, 2014

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) April 25, 2014

AT&T INC.
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|---------------------------------------|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-8610 (Commission File Number) | 43-1301883 (IRS Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|---|---------------------|
| 208 S. Akard St., Dallas, Texas (Address of Principal Executive Offices) | 75202 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code (210) 821-4105

(Former Name or Former Address, if Changed Since Last Report)

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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

Annual Meeting of Stockholders

The 2014 Annual Meeting of the stockholders of AT&T Inc. was held on April 25, 2014, in Columbus, Georgia. Stockholders representing 4,004,808,988 shares, or 76.96%, of the common shares outstanding as of the February 26, 2014, record date were present in person or were represented at the meeting by proxy. Final voting results are shown below.

Each matter was determined by a majority of votes cast, except that the advisory approval of executive compensation was a non-binding proposal and the preference of the stockholders was determined by the choice receiving the greatest number of votes.

Election of Directors

The following Directors were elected by the affirmative vote of a majority of the votes cast:

| Nominees for Director | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|---------------------------|----------------|--------------------|--------------------|--------------------|------------|---------------------|
| | Number | % of Votes Cast | Number | % of Votes Cast | | |
| Randall L. Stephenson | 2,643,504,674 | 97.38 | 70,992,751 | 2.62 | 38,170,728 | 1,252,108,631 |
| Reuben V. Anderson | 2,681,813,231 | 98.31 | 46,093,246 | 1.69 | 24,740,227 | 1,252,108,631 |
| Jaime Chico Pardo | 2,690,729,200 | 98.65 | 36,685,808 | 1.35 | 25,258,368 | 1,252,108,631 |
| Scott T. Ford | 2,700,683,447 | 98.99 | 27,426,709 | 1.01 | 24,551,578 | 1,252,108,631 |
| James P. Kelly | 2,686,293,856 | 98.46 | 42,024,848 | 1.54 | 24,338,499 | 1,252,108,631 |
| Jon C. Madonna | 2,682,071,561 | 98.34 | 45,145,225 | 1.66 | 25,471,370 | 1,252,108,631 |
| Michael B. McCallister | 2,683,310,041 | 98.36 | 44,620,494 | 1.64 | 24,763,696 | 1,252,108,631 |
| John B. McCoy | 2,639,650,506 | 96.76 | 88,519,763 | 3.24 | 24,514,105 | 1,252,108,631 |
| Beth E. Mooney | 2,698,261,071 | 98.89 | 30,421,062 | 1.11 | 23,976,897 | 1,252,108,631 |
| Joyce M. Roché | 2,626,942,970 | 96.27 | 101,771,113 | 3.73 | 23,947,057 | 1,252,108,631 |
| Mathew K. Rose | 2,697,077,544 | 98.86 | 31,125,697 | 1.14 | 24,486,978 | 1,252,108,631 |
| Cynthia B. Taylor | 2,629,109,461 | 96.34 | 99,799,335 | 3.66 | 23,778,838 | 1,252,108,631 |
| Laura D'Andrea Tyson | 2,615,493,379 | 95.83 | 113,721,218 | 4.17 | 23,425,353 | 1,252,108,631 |

Proposals Submitted by Board of Directors

The ratification of the appointment of Independent Auditors and the approval of the Severance Policy received the affirmative vote of a majority of the votes cast and were passed. The advisory approval of executive compensation is non-binding, and the preference of the stockholders was determined by the choice that received the greatest number of votes.

| Proposal | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|---|----------------|--------------------|--------------------|--------------------|------------|---------------------|
| | Number | % of Votes Cast | Number | % of Votes Cast | | |
| Ratification of appointment of Independent Auditors. | 3,916,024,257 | 98.49 | 59,865,926 | 1.51 | 28,871,213 | NA |

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|--|---------------|-------|-------------|------|--------------------------|
| Advisory approval of executive compensation. | 2,534,043,805 | 93.71 | 169,959,141 | 6.29 | 48,650,452 1,252,108,631 |
| Approve Severance Policy. | 2,573,701,250 | 95.13 | 131,747,655 | 4.87 | 47,153,146 1,252,108,631 |

Proposals Submitted by Stockholders

The following proposals failed to receive the affirmative vote of the majority of votes cast and were defeated.

| Proposal | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|-------------------|----------------|--------------------|--------------------|--------------------|-------------|---------------------|
| | Number | % of Votes Cast | Number | % of Votes Cast | | |
| Political report. | 645,823,644 | 24.60 | 1,979,090,319 | 75.40 | 127,693,287 | 1,252,108,631 |
| Lobbying report. | 654,294,571 | 24.89 | 1,974,418,648 | 75.11 | 123,922,136 | 1,252,108,631 |
| Written consent. | 1,100,084,001 | 40.76 | 1,599,172,249 | 59.24 | 53,375,379 | 1,252,108,631 |

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: April 28, 2014

AT&T INC.

By: /s/ Ann Effinger Meuleman
Ann Effinger Meuleman
Senior Vice President and Secretary
