

WASTE MANAGEMENT INC
Form 8-K
May 15, 2015

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 15, 2015

Waste Management, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-12154
(Commission

File Number)

73-1309529
(IRS Employer

Identification No.)

1001 Fannin, Suite 4000 Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone number, including area code: (713) 512-6200

(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:

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

At the Annual Meeting of Waste Management, Inc. (the Company) held on May 12, 2015, a total of 387,761,216 shares of the Company's common stock, out of a total of 457,589,819 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The proposals set forth below were voted on by the Company's stockholders at the Annual Meeting. Each of the director nominees listed under proposal 1 were elected, and the Company's stockholders approved each of proposals 2, 3 and 4. The Company's stockholders did not approve stockholder proposals 5 and 6.

1. Election to the Company's Board of Directors of the following nine director nominees:

| Name | Number of Affirmative Votes | Number of Negative Votes | Abstentions | Broker Non-Votes |
|----------------------|------------------------------------|---------------------------------|--------------------|-------------------------|
| Bradbury H. Anderson | 323,683,863 | 1,569,852 | 1,112,103 | 61,395,398 |
| Frank M. Clark, Jr. | 321,385,318 | 4,092,487 | 888,013 | 61,395,398 |
| Andrés R. Gluski | 323,326,150 | 2,138,297 | 901,371 | 61,395,398 |
| Patrick W. Gross | 294,439,225 | 31,022,305 | 904,288 | 61,395,398 |
| Victoria M. Holt | 323,991,516 | 1,498,488 | 875,814 | 61,395,398 |
| John C. Pope | 321,393,129 | 4,080,158 | 892,531 | 61,395,398 |
| W. Robert Reum | 322,855,574 | 2,610,201 | 900,043 | 61,395,398 |
| David P. Steiner | 319,877,505 | 5,590,380 | 897,933 | 61,395,398 |
| Thomas H. Weidemeyer | 323,777,287 | 1,691,335 | 897,196 | 61,395,398 |

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015:

| For | Against | Abstentions |
|-------------|----------------|--------------------|
| 383,941,385 | 3,089,159 | 730,672 |

3. Approval, by non-binding vote, of the Company's executive compensation as described in the Company's 2015 proxy statement:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|----------------|--------------------|-------------------------|
| 317,079,842 | 7,857,629 | 1,428,347 | 61,395,398 |

4. Approval to amend the Company's Employee Stock Purchase Plan to authorize additional shares for issuance:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|----------------|--------------------|-------------------------|
| 323,093,841 | 2,469,739 | 802,238 | 61,395,398 |

5. Stockholder proposal regarding disclosure of political contributions:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|----------------|--------------------|-------------------------|
| 135,879,784 | 154,929,159 | 35,556,875 | 61,395,398 |

6. Stockholder proposal regarding a policy on acceleration of vesting of equity awards in the event of a change in control.

| For | Against | Abstentions | Broker Non-Votes |
|-------------|----------------|--------------------|-------------------------|
| 102,562,232 | 222,367,326 | 1,436,260 | 61,395,398 |

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 10.1 | Waste Management, Inc. Employee Stock Purchase Plan |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WASTE MANAGEMENT, INC.

Date: May 15, 2015

By: /s/ Barry H. Caldwell
Barry H. Caldwell
Senior Vice President, Corporate Affairs & Chief
Legal Officer

Exhibit Index

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