

MCDONALDS CORP
Form 8-K
May 27, 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 21, 2015

McDONALD'S CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-5231 | 36-2361282 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

One McDonald's Plaza
Oak Brook, Illinois
(Address of Principal Executive Offices)
60523
(Zip Code)

(630) 623-3000
(Registrant's telephone number, including area code)

Not Applicable

(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))
 - .. 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.

The following is a brief description of each matter voted upon at the Annual Shareholders' Meeting of McDonald's Corporation (the "Company") held on May 21, 2015, as well as the number of votes cast with respect to each matter.

Each of the thirteen directors proposed by the Company for re-election was elected by the following votes to serve until the Company's 2016 Annual Shareholders' Meeting or until his or her respective successor has been elected and qualified. The voting results were as follows:

| Director Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|---------------|-------------|------------------|
| Susan E. Arnold | 620,984,306 | 6,042,563 | 4,609,644 | 143,955,210 |
| Stephen J. Easterbrook | 621,119,993 | 5,836,032 | 4,680,488 | 143,955,210 |
| Robert A. Eckert | 617,919,664 | 8,859,873 | 4,856,976 | 143,955,210 |
| Margaret H. Georgiadis | 622,215,123 | 4,834,279 | 4,587,111 | 143,955,210 |
| Enrique Hernandez, Jr. | 601,816,613 | 24,846,701 | 4,973,199 | 143,955,210 |
| Jeanne P. Jackson | 616,542,403 | 10,162,986 | 4,931,124 | 143,955,210 |
| Richard H. Lenny | 615,555,037 | 11,339,154 | 4,742,322 | 143,955,210 |
| Walter E. Massey | 613,149,551 | 13,689,570 | 4,797,392 | 143,955,210 |
| Andrew J. McKenna | 613,558,788 | 13,267,754 | 4,809,971 | 143,955,210 |
| Sheila A. Penrose | 621,633,208 | 5,400,998 | 4,602,307 | 143,955,210 |
| John W. Rogers, Jr. | 612,141,851 | 14,704,473 | 4,790,189 | 143,955,210 |
| Roger W. Stone | 610,095,896 | 16,670,062 | 4,870,555 | 143,955,210 |
| Miles D. White | 605,802,262 | 21,156,524 | 4,677,727 | 143,955,210 |

The proposal regarding an advisory shareholder vote to approve the compensation awarded to the Company's named executive officers for 2014 was approved by shareholders. The votes on this matter were as follows: 592,296,047 votes for; 32,268,706 votes against; 7,071,760 abstentions; and 143,955,210 broker non-votes.

The proposal regarding an advisory vote to approve the appointment of Ernst & Young LLP to serve as independent auditor for 2015 was approved by shareholders. The votes on this matter were as follows: 765,533,127 votes for; 7,163,188 votes against; and 2,895,408 abstentions. There were no broker non-votes on this matter.

The proposal regarding an advisory vote on a shareholder proposal requesting the Board of Directors adopt a policy to prohibit accelerated vesting of performance-based restricted stock units in the event of a change in control was not approved by shareholders. The votes on this matter were as follows: 217,900,620 votes for; 405,584,135 votes against; 8,151,758 abstentions; and 143,955,210 broker non-votes.

The proposal regarding an advisory vote on a shareholder proposal requesting ability of shareholders to act by written consent was not approved by shareholders. The votes on this matter were as follows: 265,889,742 votes for; 357,725,459 votes against; 8,021,312 abstentions; and 143,955,210 broker non-votes.

The proposal regarding an advisory vote on a shareholder proposal requesting a proxy access bylaw was approved by shareholders. The votes on this matter were as follows: 384,415,228 votes for; 239,026,329 votes against; 8,194,956 abstentions; and 143,955,210 broker non-votes.

The proposal regarding an advisory vote on a shareholder proposal requesting an annual congruency analysis of Company values and political contributions was not approved by shareholders. The votes on this matter were as follows: 47,358,194 votes for; 495,389,549 votes against; 88,888,770 abstentions; and 143,955,210 broker non-votes.

The proposal regarding an advisory vote on a shareholder proposal requesting that the Board of Directors have the Company be more pro-active in educating the American public on the health and environmental benefits of genetically modified organisms was not approved by shareholders. The votes on this matter were as follows: 25,268,178 votes for; 506,946,175 votes against; 99,422,160 abstentions; and 143,955,210 broker non-votes.

The proposal regarding an advisory vote on a shareholder proposal requesting that the Board of Directors publish an annual report providing metrics and key performance indicators on palm oil was not approved by shareholders. The votes on this matter were as follows: 36,117,226 votes for; 478,254,169 votes against; 117,265,118 abstentions; and 143,955,210 broker non-votes.

Item 7.01. Regulation FD Disclosure.

On May 21, 2015, the Company issued an Investor Release announcing that on the same day the Board of Directors declared a quarterly cash dividend. A copy of the Investor Release is attached as Exhibit 99 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99 Investor Release of McDonald's Corporation issued May 21, 2015:
McDonald's Announces Quarterly Cash Dividend

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.

McDONALD'S CORPORATION
(Registrant)

Date: May 27, 2015

By: /s/ Denise A. Horne
Denise A. Horne
Corporate Vice President—Associate General
Counsel
and Assistant Secretary

Exhibit Index

Exhibit No. 99 Investor Release of McDonald's Corporation issued May 21, 2015:
McDonald's Announces Quarterly Cash Dividend