

UNITED PARCEL SERVICE INC
Form 8-K
May 11, 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 (Date of earliest event reported): May 7, 2015

United Parcel Service, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 001-15451 (Commission File Number) | 58-2480149 (IRS Employer Identification No.) |
|---|---------------------------------------|--|

| | |
|---|---------------------|
| 55 Glenlake Parkway, N.E., Atlanta, Georgia (Address of principal executive offices) | 30328 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code (404) 828-6000
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))

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

On May 7, 2015, United Parcel Service, Inc. held its annual meeting of shareowners. Proxies for the meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934 and are described in detail in the Company's definitive proxy statement that was filed with the Securities and Exchange Commission on Schedule 14A. The following matters were submitted to a vote of the shareowners.

Election of Directors:

Votes regarding the election of 12 directors for a term expiring in 2016 were as follows:

| Election of Directors: | For | Against | Abstentions | Broker Non-Votes |
|------------------------|---------------|------------|-------------|---------------------|
| David P. Abney | 1,755,374,687 | 80,641,547 | 36,432,103 | 105,848,772 |
| Rodney C. Adkins | 1,776,635,655 | 54,473,275 | 41,339,407 | 105,848,772 |
| Michael J. Burns | 1,773,239,462 | 57,955,822 | 41,253,053 | 105,848,772 |
| D. Scott Davis | 1,756,058,502 | 86,387,060 | 30,002,775 | 105,848,772 |
| William R. Johnson | 1,775,027,077 | 55,958,480 | 41,462,780 | 105,848,772 |
| Candace Kendle | 1,772,546,494 | 59,252,600 | 40,649,243 | 105,848,772 |
| Ann M. Livermore | 1,761,040,394 | 73,651,336 | 37,756,607 | 105,848,772 |
| Rudy H.P. Markham | 1,773,960,867 | 57,605,046 | 40,882,424 | 105,848,772 |
| Clark T. Randt, Jr. | 1,775,315,637 | 57,084,182 | 40,048,518 | 105,848,772 |
| John T. Stankey | 1,772,558,364 | 57,928,078 | 41,961,895 | 105,848,772 |
| Carol B. Tomé | 1,772,543,632 | 61,772,813 | 38,131,892 | 105,848,772 |
| Kevin M. Warsh | 1,772,378,962 | 59,097,387 | 40,971,988 | 105,848,772 |

Under our Bylaws, each of the directors was elected, having received more votes "for" than "against."

Incentive Compensation Plan:

Votes regarding the approval of the 2015 Omnibus Incentive Compensation Plan were as follows:

| | For | Against | Abstentions | Broker Non-Votes |
|-----------------------------|---------------|-------------|-------------|---------------------|
| Incentive Compensation Plan | 1,681,769,421 | 123,472,103 | 67,206,813 | 105,848,772 |

The proposal passed.

Ratification of Accountants:

Votes regarding the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2015 were as follows:

| | For | Against | Abstentions |
|---|---------------|------------|-------------|
| Ratify the appointment of Deloitte & Touche LLP | 1,921,511,855 | 41,745,078 | 15,040,176 |

The proposal passed.

Shareowner Proposals:

Votes on a shareowner proposal on lobbying disclosure were as follows:

| | For | Against | Abstentions | Broker Non-Votes |
|----------------------------|-------------|---------------|-------------|---------------------|
| Shareowner proposal | 271,679,669 | 1,438,691,128 | 162,077,540 | 105,848,772 |
| The proposal did not pass. | | | | |

Votes on a shareowner proposal to reduce the voting power of class A stock from 10 votes per share to one vote per share were as follows:

| | For | Against | Abstentions | Broker Non-Votes |
|----------------------------|-------------|---------------|-------------|---------------------|
| Shareowner proposal | 451,675,827 | 1,360,029,876 | 60,742,634 | 105,848,772 |
| The proposal did not pass. | | | | |

A shareowner proposal, also described in the proxy statement, regarding the payment of tax-gross ups to senior executives, was withdrawn by the proposing shareowner prior to the annual meeting and was not voted on at the annual meeting.

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.

UNITED PARCEL SERVICE, INC.

Date: May 11, 2015

By: /s/ Teri P. McClure
Teri P. McClure
Chief Legal Officer and
Senior Vice President, Human Resources