

JACOBS ENGINEERING GROUP INC /DE/  
Form 8-K  
January 19, 2018

**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): January 17, 2018**

**JACOBS ENGINEERING GROUP INC.**

**(Exact name of registrant as specified in its charter)**

|                                     |   |   |
|-------------------------------------|---|---|
| <b>Delaware</b><br><b>(State of</b> | <b>1-7463</b><br><b>(Commission</b>                       | <b>95-4081636</b><br><b>(IRS Employer</b> |
| <b>Incorporation)</b>               | <b>File Number)</b>                                       | <b>Identification No.)</b>                |
|                                     | <b>1999 Bryan Street, Suite 1200, Dallas, Texas 75201</b> |   |

**(Address of principal executive offices) (Zip Code)**

**(214) 583-8500**

**(Registrant's telephone number, including area code)**

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously reported, on December 18, 2017, the board of directors (the Board) of Jacobs Engineering Group Inc. (the Company) increased the number of directors from ten to eleven and appointed Barry L. Williams to fill such newly created vacancy. On January 18, 2018, the Board appointed Mr. Williams to serve on the Audit Committee of the Board. The Board determined that Mr. Williams is financially literate as required by the New York Stock Exchange (NYSE), as such qualification is interpreted by the Board in its business judgment. The Board previously determined that Mr. Williams is an independent director under the corporate governance standards of the NYSE and the Company's guidelines for determining independence.

Additionally, on January 18, 2018, the Board appointed Robert A. McNamara to serve on the Nominating and Corporate Governance Committee of the Board.

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

On January 17, 2018, the Company held its annual meeting of shareholders, at which the following items were voted upon:

### Proposal No. 1: Election of Directors

| Nominee                   | For        | Against   | Abstain |
|---------------------------|------------|-----------|---------|
| Joseph R. Bronson         | 88,933,257 | 3,163,687 | 65,332  |
| Juan José Suárez Coppel   | 91,471,541 | 561,817   | 128,918 |
| Robert C. Davidson, Jr.   | 89,405,143 | 2,694,680 | 62,453  |
| Steven J. Demetriou       | 90,923,503 | 1,003,413 | 235,360 |
| General Ralph E. Eberhart | 90,705,802 | 1,327,780 | 128,694 |
| Dawne S. Hickton          | 91,775,385 | 259,554   | 127,337 |
| Linda Fayne Levinson      | 89,721,192 | 2,376,915 | 64,169  |
| Robert A. McNamara        | 91,858,686 | 171,867   | 131,723 |
| Peter J. Robertson        | 90,988,217 | 1,047,279 | 126,780 |
| Christopher M.T. Thompson | 91,778,432 | 256,072   | 127,772 |

There were 13,229,589 broker non-votes in the election of directors

### Proposal No. 2: Advisory Vote to Approve the Company's Executive Compensation

| For        | Against   | Abstain |
|------------|-----------|---------|
| 87,935,376 | 3,807,585 | 419,315 |

There were 13,229,589 broker non-votes on the proposal.

### Proposal No. 3: Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending September 28, 2018

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 103,575,184 | 1,665,626      | 151,055        |

There were no broker non-votes on the proposal.

**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.

Jacobs Engineering Group Inc.

Date: January 19, 2018

By: /s/ Kevin C. Berryman  
Kevin C. Berryman  
Executive Vice President and Chief Financial  
Officer