

RPC INC  
Form 8-K  
May 01, 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): April 28, 2015**

**RPC, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**1-8726**

(Commission File Number)

**58-1550825**

(IRS Employer

Identification No.)

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2801 Buford Highway, Suite 520, Atlanta, Georgia 30329  
(Address of principal executive office) (zip code)

**Registrant's telephone number, including area code: (404) 321-2140**

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.**

The 2015 Annual Meeting of Shareholders of RPC, Inc. (the “Company”) was held on April 28, 2015. At the Annual Meeting, the shareholders of the Company (i) elected three Class II nominees to the Board of Directors; (ii) ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015; and (iii) held a vote on the stockholder proposal requesting that the Company issue a sustainability report.

The voting results for each proposal are as follows:

1. To elect the three Class II nominees to the Board of Directors:

	For	Withheld	Broker Non-Vote
Class II Nominees:			
Gary W. Rollins	186,216,864	10,473,049	8,481,509
Richard A. Hubbell	189,375,182	7,314,731	8,481,509
Larry L. Prince	184,373,690	12,316,223	8,481,509

2. To ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015:

For	Against	Abstain	Broker Non-Vote
204,844,598	231,630	95,194	0

3. To hold a vote on the stockholder proposal requesting that the Company issue a sustainability report:

For	Against	Abstain	Broker Non-Vote
12,939,799	178,186	3745,563	7408,481,509

## SIGNATURES

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

RPC, Inc.

Date: May 1, 2015 /s/ Ben M. Palmer  
Ben M. Palmer  
Vice President, Chief Financial Officer and Treasurer

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Management proxy circular | Bell Canada Enterprises43

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The Carpenters Local 27 Benefit Trust Funds located at 230 Norseman Street, Etobicoke, Ontario, M8Z 6A2 has submitted a proposal. Its proposal and supporting comments are set out in italics below.

### **Proposal No. 5 Prohibit auditors from providing any services other than audit and audit-related services**

*It is proposed that the shareholders of BCE request that the board of Directors and its Audit Committee adopt a policy stating that the public accounting firm retained by BCE to audit BCE's financial statements will perform only audit and audit-related work for BCE and not provide tax or other services.*

**Supporting Statement:** *The role of independent auditors in ensuring the integrity of the financial statements of public corporations is fundamentally important to the efficient and effective operation of the financial markets. David Smith, president and CEO of the Canadian Institute of Chartered Accountants, recently stated: The independence and objectivity of auditors is critical to public and investor confidence in the integrity of financial statements, and to our capital markets. Chartered Accountants Adopt New Auditor Independence Standard, Dec. 4, 2003.*

*We believe that utilizing the public accounting firm retained by BCE to audit the financial statement for tax and other services that generate fees in excess of those earned for the audit threatens its independence. According to the most recent Proxy Circular<sup>1</sup>, BCE paid Deloitte and Touche \$9.6 million to provide audit services, but \$4.2 million for tax services and \$8.3 million for other services, such as information systems consulting work. Deloitte and Touche also received \$15 million for audit-related services. Total fees paid to the audit firm were \$37.1 million, of which only \$9.6 million were for audit services.*

*We believe that the board and the Audit Committee should adopt a policy that limits the public accounting firm retained to audit BCE's financial statements to performing only audit and audit-related work and urge your support for this proposal.*

### **THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST PROPOSAL NO. 5 FOR THE FOLLOWING REASONS:**

BCE recognizes the essential role that auditor independence plays in ensuring the integrity of financial statements and protecting the interests of investors. For that reason, we believe that obtaining proper assurance that the external auditors are independent is

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one of the most important functions of the audit committee. Accordingly, the board and the audit committee have taken specific steps to protect the independence of the external auditors. For example, in 2002 BCE adopted an auditors' independence policy that fully complies with the Sarbanes-Oxley Act. One of the important conclusions of the Sarbanes-Oxley Act was that certain listed services should not be provided by external auditors. Other services, such as tax services, were characterized as appropriately offered by external auditors. The board believes that it would not be in your best interests to prevent BCE from obtaining certain permitted services from the auditors when they provide the best solution, either from a cost or competence or understanding of our business point of view. The board believes that it has put in place appropriate safeguards with respect to auditor independence, including:

- the auditors independence policy
- the engagement letter with Deloitte & Touche LLP, which provides that they will not provide services that would impair their independence.

Furthermore, Deloitte & Touche LLP billed \$17.5 million to BCE and its subsidiaries for audit and audit-related services in 2003, greatly exceeding the \$6.1 million billed for tax and other services. In addition, BCE's policy is that we will not hire the external auditors to provide IS/IT services and Deloitte & Touche LLP has not in fact been engaged to perform any IS/IT or other consulting services since January 1, 2003. We therefore recommend that you vote AGAINST Proposal No. 5.

- 1 As stated in the note to the Auditors' fees table in the Audit committee report, the 2002 auditors' fees numbers have been restated to reflect new SEC guidance issued in 2003 providing enhanced clarification on the definitions of items included in audit, audit-related and non-audit services categories.

PRINTED IN CANADA

Out of concern for the environment, BCE's Notice of 2004 annual and special shareholder meeting and management proxy circular is printed with vegetable-based ink and is completely recyclable.

**Registered  
shareholders**

**Computershare**

Computershare Trust Company of Canada

9th Floor, 100 University Avenue  
Toronto, Ontario M5J 2Y1  
www.computershare.com

Mr A Sample  
Designation (if any)  
Add1  
Add2  
add3  
add4  
add5  
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## Proxy form for our **annual and special shareholder meeting on May 26, 2004**

In this proxy form, *you* and *your* refer to the holder of BCE Inc. common shares. *We, us, our* and *BCE* refer to BCE Inc. **This proxy form is solicited by and on behalf of the management of BCE.**

Our annual and special shareholder meeting (meeting) will be held at 9:00 a.m. (Pacific time) on Wednesday, May 26, 2004 at the Vancouver Convention & Exhibition Centre, 999 Canada Place, Vancouver, British Columbia.

### **Your vote is important**

As a shareholder, you have the right to vote your shares on electing directors, appointing auditors, shareholder proposals and any other items that may properly come before the meeting. You can vote your shares by proxy or in person at the meeting or any adjournment. If you receive more than one proxy form, please complete, date, sign and return each one.

### **If you are voting in person at the meeting**

**Do not complete this proxy form.** Please detach the admission ticket below and bring it with you to the meeting.

**Note: This proxy form is also to be used by ESP participants.**

### **Voting my proxy**

This is the easiest way to vote. Voting by proxy means that you are giving the person named in section A of this form (proxyholder) the authority to vote your shares for you.

If you are voting by proxy, Computershare Trust Company of Canada or other agents we appoint **must receive your signed proxy form by 4:45 p.m. (Montréal time) on Tuesday, May 25, 2004.**

There are five ways to vote by proxy. See the next page for details.

## Admission ticket for our 2004 annual and special shareholder meeting

Please present this ticket when you enter the meeting.

Holder account number **C1234567890**

Please confirm your attendance by calling Computershare at 1-800-561-0934. Let us know if you need any special assistance.

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### Five ways to vote by proxy

#### 1 By telephone

Call 1-866-673-3260 (toll-free in Canada and the United States) or 312-601-6919 (outside Canada and the United States) from a touch-tone phone and follow the instructions.

You will need your holder account number and proxy access number. You will find these two numbers in the box on the right.

**If you choose the telephone, you cannot appoint anyone other than the directors named in section A of this proxy form as your proxyholder.**

#### 2 On the Internet

Go to our website at [www.bce.ca](http://www.bce.ca) and follow the instructions on screen. You will need your holder account number and proxy access number. You will find these two numbers in the box on the right.

#### 3 By mail

Detach, complete pages 3 and 4, sign and date this proxy form and return them in the envelope we have provided.

#### 4 By fax

Detach, complete pages 3 and 4, sign and date this proxy form and send both pages (in one transmission) by fax to 1-866-249-7775 (toll-free in Canada and the United States) or 416-263-9524 (outside Canada and the United States).

**Please send both pages in one fax transmission.**

### Your access codes

You will need these codes to vote by telephone or on the Internet, or to receive documents electronically:

Holder account number

**C1234567890**

Proxy access number

**12345**

### Receiving documents electronically

You can choose to receive future shareholder communications electronically.

To sign up, go to our website at [www.bce.ca](http://www.bce.ca), click on the [Vote online](#) link and follow the instructions. You

**5 By appointing another person to go to the meeting and vote your shares for you**

This person does not have to be a shareholder.

Strike out the four names that are printed in section A of this proxy form and write the name of the person you are appointing in the space provided. Complete your voting instructions, sign and date the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the meeting.

At the meeting, he or she should see a representative of Computershare at the table marked Alternate attorneys/External proxyholders .

will need your holder account number and proxy access number. You will find these two numbers in the box above.

If you do not sign up for this service, we will continue to send you these documents by mail unless you otherwise instruct us as per section B of this proxy form.

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**Admission ticket for our 2004 annual and special shareholder meeting**

Our annual and special shareholder meeting will be held at 9:00 a.m. (Pacific time) on Wednesday, May 26, 2004 at the Vancouver Convention & Exhibition Centre, 999 Canada Place, Vancouver, British Columbia. A light breakfast will be served.

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MR. SAM  
SAMPLE

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**Detach, complete, sign and date this proxy form to exercise your right to vote your shares by mail or fax or to appoint someone else to vote your shares for you at the meeting**

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**3**

This form revokes all proxy forms you have previously signed that relate to the meeting. It is valid only if you have

signed it. If you have any questions about completing this form, please call Georgeson Shareholder Communications Canada Inc. at 1-866-800-3501 for service in English or in French.

## A Complete this section to appoint a proxyholder

### Appointing a proxyholder

By completing this proxy form in one of the five ways indicated, you are appointing as your proxyholder **Mr. R. J. Currie, Mr. M. J. Sabia, Ms. J. Maxwell or Mr. A. Bérard, who are directors of BCE**, unless you appoint someone else.

Your proxyholder will attend the meeting and vote your shares on your behalf. Your proxyholder:

has the same rights you would have if you attended the meeting in person, including the right to appoint a substitute proxyholder

will vote your shares as you specify in section C.

**If you do not specify how you want your shares voted, the directors named as proxyholders intend to cast the votes represented by proxy at the meeting as recommended by the board of directors.**

may vote your shares as he or she sees fit on any amendments to these items and on any other items that may properly come before the meeting or any adjournment.

**You have the right to appoint someone other than these four people as your proxyholder. To do this, strike out the four names listed above and print the name of the person you are appointing in the space below. This person does not have to be a shareholder of BCE.**

Name of proxyholder (please print)

## B Tell us if you want to receive financial reports

### Quarterly reports

To reduce costs and help protect the environment, we will not send BCE's quarterly reports to you in 2004, unless you tell us that you want to receive them by checking the box below

Please send me BCE's quarterly reports in 2004

If you do not check the box above or do not return this form, we will assume that you do not want to receive BCE's quarterly reports in 2004.

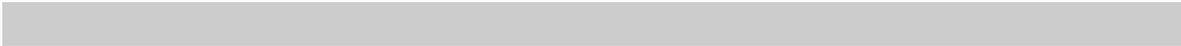
### Annual report

By law, we must send to our registered shareholders BCE's financial statements and related management's discussion and analysis (MD&A), unless you tell us that you do not want to receive them by checking the box below.

Please do not send me BCE's financial statements and MD&A

If you do not check the box above or do not return this form, we will assume that you want to receive BCE's financial statements and MD&A.

We will continue to send you the notice of annual shareholder meeting and management proxy circular and proxy form so you can vote your shares.



Please complete the other side of this form before mailing or faxing. Please send both pages in one fax transmission.

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## C Complete this section to provide voting instructions

**Your voting instructions** Please check "For", "Withhold" or "Against" for each of the following items. Please print in ink. Use a black or blue pen. Print inside the white boxes as shown in this example. Mark your vote with an X.

**1. Election of directors** The board of directors recommends voting **FOR** all nominees. The proposed nominees are:

- |                    |                      |                 |                   |                  |
|--------------------|----------------------|-----------------|-------------------|------------------|
| 01. A. Bérard      | 04. A.S. Fell        | 07. B.M. Levitt | 10. J.H. McArthur | 13. M.J. Sabia   |
| 02. R.A. Brenneman | 05. D. Soble Kaufman | 08. E.C. Lumley | 11. T.C. O'Neill  | 14. P.M. Tellier |
| 03. R.J. Currie    | 06. T.E. Kierans     | 09. J. Maxwell  | 12. R.C. Pozen    | 15. V.L. Young   |

**Vote For** all nominees OR all nominees except for these nominees (please list them by number)

**Withhold Vote** from all nominees

**2. Appointment of auditors** The board of directors recommends voting **FOR** this item.

**Vote For** appointing  
Deloitte & Touche LLP as auditors

**Withhold Vote** from appointing  
Deloitte & Touche LLP as auditors

**3. Shareholder proposals**

The board of directors recommends voting **FOR** proposal No. 1. Please read this shareholder proposal in full in the accompanying management proxy circular.

**Proposal No. 1**

Disclose directorships of each nominee director for past five years

**For**

**Against**

The board of directors recommends voting **AGAINST** proposals No. 2, No. 3, No. 4 and No. 5. Please read these shareholder proposals in full in the accompanying management proxy circular.

**Proposal No. 2**  
Prohibit the CEO from serving on the board of another listed company

For

Against

**Proposal No. 4**  
Require all insiders to give 10 days notice of intent to trade in any BCE securities

For

Against

**Proposal No. 3**  
Supplemental disclosure of executive pension plans

For

Against

**Proposal No. 5**  
Prohibit auditors from providing any services other than audit and audit-related services

For

Against

**D Please sign this proxy form**

You must sign this proxy form. When you sign this proxy form, you authorize the proxyholder to act and vote your shares on your behalf at the meeting and any adjournment and to carry out your voting instructions.

If you are an individual shareholder, you or your authorized attorney must sign the form. Your attorney may have to provide proof of your authorization.

For shares registered in the name of two or more owners, all joint owners must sign.

For shares registered in the name of a corporation or other legal entity, an authorized officer or attorney must sign. This person may have to provide proof that he or she is authorized to sign.

Signature

If you do not include a date, we will deem it to be the date that we mailed the form to you.

Please complete the other side of this form before mailing or faxing. Please send both pages in one fax transmission.

BCEQ

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**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, thereunto duly authorized.

**BCE Inc.**

(signed) Michael T. Boychuk

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Michael T. Boychuk  
Senior Vice-President and Treasurer

Date: April 14, 2004