

PFIZER INC  
Form 8-K  
April 29, 2019

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 25, 2019  
PFIZER INC.  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 1-3619                   | 13-5315170                           |
| (State or other jurisdiction of incorporation)      | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 235 East 42nd Street                                |                          |                                      |
| New York, New York                                  |                          | 10017                                |
| (Address of principal executive offices)            |                          | (Zip Code)                           |
| Registrant's telephone number, including area code: |                          |                                      |
| (212) 733-2323                                      |                          |                                      |

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 obligation of the registrant under any of the following provisions:

- Written communication 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 5.07 Submission of Matters to a Vote of Security Holders

(a) The Pfizer Inc. (the "Company") Annual Meeting of Shareholders was held on April 25, 2019.

(b) Shareholders voted on the matters set forth below.

1. The nominees for election to the Company's Board of Directors were elected to hold office until the Company's next Annual Meeting of Shareholders, based upon the following votes:

| Nominee              | Votes For | Votes Against | Abstentions    | Broker non-vote |
|----------------------|-----------|---------------|----------------|-----------------|
| Ronald E. Blaylock   | 3,912,479 | 252,785,594   | 255 11,037,194 | 887,836,749     |
| Albert Bourla        | 3,968,299 | 845,233,724   | 642 10,086,214 | 887,836,749     |
| W. Don Cornwell      | 3,792,127 | 947,199,713   | 095 10,264,240 | 887,836,749     |
| Joseph J. Echevarria | 3,824,294 | 719,167,540   | 269 10,276,108 | 887,836,749     |
| Helen H. Hobbs       | 3,960,013 | 945,333,120   | 500 8,974,658  | 887,836,749     |
| James M. Kilts       | 3,856,874 | 668,135,060   | 973 10,175,455 | 887,836,749     |
| Dan R. Littman       | 3,959,418 | 600,328,811   | 206 9,881,290  | 887,836,749     |
| Shantanu Narayen     | 3,948,229 | 994,438,833   | 811 10,047,291 | 887,836,749     |
| Suzanne Nora Johnson | 3,878,704 | 857,114,112   | 491 9,293,748  | 887,836,749     |
| Ian C. Read          | 3,948,620 | 315,419,242   | 275 11,566,505 | 887,836,749     |
| James C. Smith       | 3,941,173 | 326,507,202   | 278 10,217,492 | 887,836,749     |

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2. The proposal to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the 2019 fiscal year was approved based upon the following votes:

|                    |               |
|--------------------|---------------|
| Votes for approval | 4,701,180,439 |
| Votes against      | 175,867,847   |
| Abstentions        | 12,887,303    |
| Broker non-votes   | n/a           |

3. The proposal to approve, on an advisory basis, the compensation of the Company's Named Executive Officers was approved based upon the following votes:

|                    |               |
|--------------------|---------------|
| Votes for approval | 3,764,667,463 |
| Votes against      | 200,933,424   |
| Abstentions        | 36,509,563    |
| Broker non-votes   | 887,836,749   |

4. The proposal to approve the Pfizer Inc. 2019 Stock Plan was approved based upon the following votes:

|  |               |
|--|---------------|
| Votes for approval   | 3,439,109,067 |
| Votes against  | 540,573,214   |
| Abstentions (Have the same effect as a vote against this proposal under New York Stock Exchange rules) | 22,428,815    |
| Broker non-votes   | 887,836,749   |

5. The shareholder proposal regarding right to act by written consent was not approved based upon the following votes:

|                    |               |
|--------------------|---------------|
| Votes for approval | 494,345,288   |
| Votes against      | 3,478,617,639 |
| Abstentions        | 29,142,088    |
| Broker non-votes   | 887,836,749   |

6. The shareholder proposal regarding report on lobbying activities was not approved based upon the following votes:

|                    |               |
|--------------------|---------------|
| Votes for approval | 1,179,442,668 |
| Votes against      | 2,780,664,931 |
| Abstentions        | 42,003,373    |
| Broker non-votes   | 887,836,749   |

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7. The shareholder proposal regarding independent chair policy was not approved based upon the following votes:

|                    |               |
|--------------------|---------------|
| Votes for approval | 1,067,318,698 |
| Votes against      | 2,909,751,046 |
| Abstentions        | 25,039,598    |
| Broker non-votes   | 887,836,749   |

8. The shareholder proposal regarding integrating drug pricing into executive compensation policies and programs was not approved based upon the following votes:

|                    |               |
|--------------------|---------------|
| Votes for approval | 1,132,357,518 |
| Votes against      | 2,814,700,448 |
| Abstentions        | 55,053,129    |
| Broker non-votes   | 887,836,749   |

(c) Not applicable  
(d) Not applicable

#### SIGNATURE

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

PFIZER INC.

Dated: April 29, 2019 By: /s/ Margaret M. Madden  
Margaret M. Madden  
Title: Senior Vice President & Corporate Secretary  
Chief Governance Counsel