

CHEVRON CORP  
Form 8-K  
June 02, 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 27, 2015

Chevron Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation )

001-00368  
(Commission  
File Number)

94-0890210  
(I.R.S. Employer  
Identification No.)

6001 Bollinger Canyon Road,  
San Ramon, CA  
(Address of principal executive offices)

94583  
(Zip Code)

Registrant's telephone number, including area code: (925) 842-1000

None  
(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:

- 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.

(a) The 2015 Annual Meeting of Stockholders of Chevron Corporation (“Chevron”) was held on Wednesday, May 27, 2015.

(b) Chevron stockholders voted on the matters set forth below, with final voting results indicated. For the election of Directors in an uncontested election, each nominee who received a majority of votes cast (i.e., the number of shares voted for exceeded the number of shares voted against, excluding abstentions) was elected a Director. All other items were approved if the number of shares voted for exceeded the number of shares voted against, excluding abstentions.

(1) All nominees for election to the Chevron Board of Directors (“Board”) were elected, each for a one-year term, based upon the following votes:

| Nominee           | Votes For     |        | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|---------------|--------|---------------|-------------|------------------|
| A.B. Cummings Jr. | 1,275,237,912 | 99.1%  | 11,830,107    | 6,658,964   | 324,390,183      |
| L.F. Deily        | 1,237,428,045 | 98.9 % | 13,688,512    | 6,610,696   | 324,390,183      |
| R.E. Denham       | 1,249,640,843 | 97.1%  | 37,524,232    | 6,562,178   | 324,390,183      |
| A.P. Gast         | 1,276,532,513 | 99.2%  | 10,669,256    | 6,525,484   | 324,390,183      |
| E. Hernandez Jr.  | 1,258,721,402 | 97.8%  | 28,194,095    | 6,811,756   | 324,390,183      |
| J.M. Huntsman Jr. | 1,271,541,914 | 98.8%  | 15,942,189    | 6,243,150   | 324,390,183      |
| C.W. Moorman      | 1,273,946,633 | 99.0 % | 13,221,038    | 6,559,582   | 324,390,183      |
| J.G. Stumpf       | 1,252,882,643 | 97.4%  | 33,994,655    | 6,849,955   | 324,390,183      |
| R.D. Sugar        | 1,248,423,142 | 97.0%  | 37,986,789    | 7,317,322   | 324,390,183      |
| I.G. Thulin       | 1,273,688,765 | 99.0%  | 13,282,942    | 6,755,546   | 324,390,183      |
| C. Ware           | 1,252,726,940 | 97.3%  | 34,409,982    | 6,590,331   | 324,390,183      |
| J.S. Watson       | 1,230,634,922 | 97.1%  | 37,211,823    | 25,880,508  | 324,390,183      |

(2) The Board’s proposal to ratify the appointment of PricewaterhouseCoopers LLP as Chevron’s independent registered public accounting firm for 2015 was approved based upon the following votes:

|                  |   |       |
|------------------|---|-------|
| Votes For        | 1,595,508,829   | 99.0% |
| Votes Against    | 15,598,635  | 1.0%  |
| Abstentions      | 7,009,972   |       |
| Broker Non-Votes | Brokers were permitted to cast stockholder non-votes (i.e., uninstructed shares) at their discretion on this proposal item and such non-votes are reflected in the votes for or against or abstentions. |       |

(3) The Board’s proposal for stockholders to approve, on an advisory basis, the compensation of Chevron’s named executive officers was approved based upon the following votes:

|                  |               |       |
|------------------|---------------|-------|
| Votes For        | 1,205,401,116 | 94.1% |
| Votes Against    | 75,946,121    | 5.9%  |
| Abstentions      | 12,381,498    |       |
| Broker Non-Votes | 324,390,183   |       |



(4) The stockholder proposal regarding corporate charitable contributions was not approved based upon the following votes:

|                  |               |       |
|------------------|---------------|-------|
| Votes For        | 53,259,045    | 4.5%  |
| Votes Against    | 1,136,717,828 | 95.5% |
| Abstentions      | 103,750,380   |       |
| Broker Non-Votes | 324,390,183   |       |

(5) The stockholder proposal regarding lobbying was not approved based upon the following votes:

|                  |             |       |
|------------------|-------------|-------|
| Votes For        | 337,251,519 | 27.9% |
| Votes Against    | 871,662,040 | 72.1% |
| Abstentions      | 84,813,694  |       |
| Broker Non-Votes | 324,390,183 |       |

(6) The stockholder proposal regarding the use of corporate funds for political purposes was not approved based upon the following votes:

|                  |               |       |
|------------------|---------------|-------|
| Votes For        | 44,788,286    | 3.6%  |
| Votes Against    | 1,197,044,859 | 96.4% |
| Abstentions      | 51,894,108    |       |
| Broker Non-Votes | 324,390,183   |       |

(7) The stockholder proposal regarding a dividend policy was not approved based upon the following votes:

|                  |               |       |
|------------------|---------------|-------|
| Votes For        | 40,738,831    | 3.2%  |
| Votes Against    | 1,225,537,812 | 96.8% |
| Abstentions      | 27,450,610    |       |
| Broker Non-Votes | 324,390,183   |       |

(8) The stockholder proposal regarding greenhouse gas emissions was not approved based upon the following votes:

|                  |               |       |
|------------------|---------------|-------|
| Votes For        | 96,444,640    | 8.2%  |
| Votes Against    | 1,085,379,460 | 91.8% |
| Abstentions      | 111,903,153   |       |
| Broker Non-Votes | 324,390,183   |       |

(9) The stockholder proposal regarding shale energy operations was not approved based upon the following votes:

|                  |             |       |
|------------------|-------------|-------|
| Votes For        | 318,008,587 | 26.8% |
| Votes Against    | 870,141,217 | 73.2% |
| Abstentions      | 105,577,449 |       |
| Broker Non-Votes | 324,390,183 |       |

(10) The stockholder proposal regarding proxy access was approved based upon the following votes:

|                  |             |       |
|------------------|-------------|-------|
| Votes For        | 708,419,594 | 55.3% |
| Votes Against    | 571,606,250 | 44.7% |
| Abstentions      | 13,701,409  |       |
| Broker Non-Votes | 324,390,183 |       |

(11) The stockholder proposal regarding an independent chairman was not approved based upon the following votes:

|                  |               |       |
|------------------|---------------|-------|
| Votes For        | 275,719,271   | 21.5% |
| Votes Against    | 1,007,443,127 | 78.5% |
| Abstentions      | 10,564,855    |       |
| Broker Non-Votes | 324,390,183   |       |

(12) The stockholder proposal regarding an independent director with environmental expertise was not approved based upon the following votes:

|                  |             |       |
|------------------|-------------|-------|
| Votes For        | 235,864,957 | 19.9% |
| Votes Against    | 951,626,249 | 80.1% |
| Abstentions      | 106,236,047 |       |
| Broker Non-Votes | 324,390,183 |       |

(13) The stockholder proposal regarding special meetings was not approved based upon the following votes:

|                  |             |       |
|------------------|-------------|-------|
| Votes For        | 387,844,660 | 30.3% |
| Votes Against    | 892,392,897 | 69.7% |
| Abstentions      | 13,489,696  |       |
| Broker Non-Votes | 324,390,183 |       |

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.

CHEVRON CORPORATION

Dated: June 2, 2015

By /S/ RICK E. HANSEN  
 Rick E. Hansen,  
 Assistant Secretary and Managing Counsel,  
 Corporate Governance