

DEERE & CO  
Form 8-K  
February 26, 2016

**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: February 24, 2016

(Date of earliest event reported)

**DEERE & COMPANY**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation)

1-4121  
(Commission File Number)

36-2382580  
(IRS Employer Identification No.)

One John Deere Place

Moline, Illinois 61265

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(Address of principal executive offices and zip code)

(309) 765-8000

(Registrant's telephone number, including area code)

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(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))

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Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Company annual meeting of stockholders was held on February 24, 2016.

(b) The voting results for each matter submitted to a vote of stockholders at the Company's annual meeting are as follows:

1. The following directors were elected for terms expiring at the annual meeting in 2017:

|                    | <u>Shares Voted For</u> | <u>Shares Voted Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|--------------------|-------------------------|-----------------------------|----------------|-------------------------|
| Samuel R. Allen    | 216,191,197             | 7,667,631                   | 1,432,984      | 46,695,551              |
| Crandall C. Bowles | 218,797,417             | 6,030,304                   | 464,091        | 46,695,551              |
| Vance D. Coffman   | 221,120,572             | 3,705,781                   | 465,459        | 46,695,551              |
| Dipak C. Jain      | 221,773,766             | 2,940,191                   | 577,855        | 46,695,551              |
| Michael O. Johanns | 223,823,527             | 989,773                     | 478,512        | 46,695,551              |
| Clayton M. Jones   | 221,600,929             | 3,210,897                   | 479,986        | 46,695,551              |
| Brian M. Krzanich  | 222,684,133             | 2,154,512                   | 453,167        | 46,695,551              |
| Gregory R. Page    | 224,102,622             | 731,865                     | 457,325        | 46,695,551              |
| Sherry M. Smith    | 223,820,583             | 982,665                     | 488,564        | 46,695,551              |
| Dmitri L. Stockton | 223,360,552             | 1,342,114                   | 589,146        | 46,695,551              |
| Sheila G. Talton   | 223,691,638             | 1,112,247                   | 487,927        | 46,695,551              |

2. The stockholders approved, on an advisory (non-binding) basis, the compensation paid to the Company's named executive officers disclosed in the January 13, 2016 Proxy Statement ( "Proxy Statement" ), including the Compensation Discussion & Analysis, the compensation tables and related disclosure, with the following vote:

| <u>Shares Voted For Proposal</u> | <u>Shares Voted Against Proposal</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------------------|--------------------------------------|----------------|-------------------------|
| 137,557,413                      | 54,427,766                           | 33,306,633     | 46,695,551              |

3. Deloitte & Touche LLP was ratified as the Company's independent registered public accounting firm for the 2016 fiscal year with the following vote:

| <u>Shares Voted For Proposal</u> | <u>Shares Voted Against Proposal</u> | <u>Abstain</u> |
|----------------------------------|--------------------------------------|----------------|
| 268,932,376                      | 2,204,572                            | 850,415        |

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4. The stockholders approved a proposal requesting that the Board of Directors adopt a proxy access amendment to the Company's Bylaws with the following vote:

| <u>Shares Voted For<br/>Proposal</u> | <u>Shares Voted Against<br/>Proposal</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|--------------------------------------|--|----------------|-------------------------|
| 134,366,550                          | 89,516,131                               | 1,409,131      | 46,695,551              |

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5. The stockholders rejected a proposal requesting that the Board of Directors generate a feasible plan to reach a net-zero greenhouse gas emission status by the year 2030 for all aspects of the business with the following vote:

| <u>Shares Voted For Proposal</u> | <u>Shares Voted Against Proposal</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------------------|--------------------------------------|----------------|-------------------------|
| 14,127,168                       | 178,616,816                          | 32,547,828     | 46,695,551              |

6. The stockholders rejected a proposal requesting that the Board of Directors provide to stockholders annually a congruency analysis between corporate values and the Company's political and electioneering contributions and policy activities with the following vote:

| <u>Shares Voted For Proposal</u> | <u>Shares Voted Against Proposal</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------------------|--------------------------------------|----------------|-------------------------|
| 5,963,410                        | 187,132,843                          | 32,195,559     | 46,695,551              |

(c) At the Company's annual meeting of stockholders in 2011, stockholders approved, on an advisory basis, to hold an annual advisory vote to approve executive compensation. In keeping with the stockholders' advisory vote, the Board of Directors has decided that it will include an advisory stockholder vote on executive compensation in its proxy materials on an annual basis each year until the next required advisory vote on the frequency of stockholder votes on executive compensation, which will occur no later than the Company's annual meeting of stockholders in 2017.

**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 hereto duly authorized.

DEERE & COMPANY

By: */s/ Todd E. Davies*  
Todd E. Davies, Secretary

Dated: February 26, 2016