

WASTE MANAGEMENT INC  
Form 8-K  
May 17, 2018

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## FORM 8-K

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### 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 14, 2018**

## Waste Management, Inc.

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**1-12154**  
(Commission File Number)

**73-1309529**  
(IRS Employer Identification No.)

**1001 Fannin, Houston, Texas**  
(Address of Principal Executive Offices)

**77002**  
(Zip Code)

Registrant's Telephone number, including area code: **(713) 512-6200**

(Former Name or Former Address, if Changed Since Last Report)

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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 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Stockholders of the Company held on May 14, 2018, a total of 378,546,453 shares of the Company's common stock, out of a total of 432,378,473 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The proposals set forth below were voted on by the Company's stockholders. Each of the director nominees were elected, and the Company's stockholders approved each of proposals 2 and 3. The Company's stockholders did not approve stockholder proposal 4.

1. Election to the Company's Board of Directors of the following eight director nominees:

| Name                   | Number of Affirmative Votes | Number of Negative Votes | Abstentions | Broker Non-Votes |
|------------------------|-----------------------------|--------------------------|-------------|------------------|
| Frank M. Clark, Jr.    | 300,814,148                 | 11,826,991               | 327,514     | 65,577,800       |
| James C. Fish, Jr.     | 308,443,011                 | 4,202,435                | 323,207     | 65,577,800       |
| Andrés R. Gluski       | 301,395,060                 | 11,250,525               | 323,068     | 65,577,800       |
| Patrick W. Gross       | 301,923,557                 | 10,707,866               | 337,230     | 65,577,800       |
| Victoria M. Holt       | 309,566,498                 | 3,115,418                | 286,737     | 65,577,800       |
| Kathleen M. Mazzarella | 306,605,053                 | 6,068,062                | 295,538     | 65,577,800       |
| John C. Pope           | 298,949,326                 | 13,689,920               | 329,407     | 65,577,800       |
| Thomas H. Weidemeyer   | 280,988,717                 | 31,409,909               | 570,027     | 65,577,800       |

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018:

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 372,602,535 | 5,389,215 | 554,703     |

3. Approval, by non-binding vote, of the Company's executive compensation as described in the Company's 2018 proxy statement:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 304,391,515 | 7,123,379 | 1,453,759   | 65,577,800       |

4. Stockholder proposal regarding a policy on accelerated vesting of equity awards in the event of a change in control.

| For         | Against     | Abstentions | Broker Non-Votes |
|-------------|-------------|-------------|------------------|
| 118,786,307 | 192,623,631 | 1,558,715   | 65,577,800       |



**SIGNATURES**

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

WASTE MANAGEMENT, INC.

Date: May 17, 2018

By:

*/s/ Charles C. Boettcher*  
Charles C. Boettcher  
Senior Vice President and Chief Legal Officer