

BERKSHIRE HATHAWAY INC
Form 8-K
May 04, 2016

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 30, 2016

BERKSHIRE HATHAWAY INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE
(STATE OR OTHER
JURISDICTION
OF INCORPORATION)**

**001-14905
(COMMISSION
FILE NUMBER)**

**47-0813844
(I.R.S. EMPLOYER
IDENTIFICATION NO.)**

3555 Farnam Street

68131

Omaha, Nebraska

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

(402) 346-1400

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE

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 5.03 Amendments to Articles Incorporation or Bylaws; Change in Fiscal Year

- (a) On May 2, 2016, the Board of Directors (the Board) of Berkshire Hathaway Inc., a Delaware corporation (the Company), amended and restated the Company's Bylaws effective immediately to, among other things:

Provide the Board flexibility on setting the time and place of the Company's stockholder meetings;

Require advance notice for stockholders to bring business before any meeting of the Company's stockholders;

Require advance notice for stockholders to nominate directors of the Company;

Update officer roles, responsibilities, and authority for the current business needs of the Company;

Clarify the voting rights of the Company's stockholders;

Update the requirements for setting the record date as allowed by Delaware law;

Clarify and update the indemnifications provisions applicable to the Company's directors and officers;

Update the Bylaws as a whole to conform and be consistent with the General Corporation Law of Delaware; and

Add electronic transmission as an acceptable communication media.

The foregoing description of the amendments to the Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, attached hereto as Exhibit 3(ii) and incorporated herein by reference.

ITEM 5.07 Submission of Matters to a Vote of Security Holders

On April 30, 2016, Berkshire Hathaway Inc. held an annual meeting of its shareholders. The agenda items for the meeting along with the vote of the Company's Class A and Class B common shareholders voting together as a single class with respect to each of the agenda items are shown below. There were two items acted on at that meeting as follows: 1) Election of Directors; and 2) a shareholder proposal requesting that the Berkshire Hathaway insurance division issue a report describing the division's responses to the risks posed by climate change. Berkshire's shareholders reelected all of Berkshire's directors in an uncontested election. Following are the votes cast for and against each director.

Proposal 1 Election of Directors

| | For | Against |
|----------------------|---------|---------|
| Warren E. Buffett | 647,870 | 9,635 |
| Charles T. Munger | 648,668 | 8,837 |
| Howard G. Buffett | 649,829 | 7,676 |
| Stephen B. Burke | 656,331 | 1,174 |
| Susan L. Decker | 653,131 | 4,374 |
| William H. Gates III | 655,165 | 2,340 |
| David S. Gottesman | 654,955 | 2,550 |
| Charlotte Guyman | 653,504 | 4,001 |
| Thomas S. Murphy | 652,258 | 5,247 |
| Ronald L. Olson | 649,218 | 8,287 |
| Walter Scott, Jr. | 648,940 | 8,565 |
| Meryl B. Witmer | 655,482 | 2,023 |

The results of the other matter acted upon at the meeting was as follows.

| | For | Against | Abstain |
|--|--------|---------|---------|
| <u>Proposal 2 Shareholder proposal</u> | 70,990 | 534,075 | 52,430 |

ITEM 9.01 Financial Statements and Exhibits

Exhibit 3(ii) Bylaws (as amended on May 2, 2016)

SIGNATURES

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.

May 4, 2016

BERKSHIRE HATHAWAY INC.

/s/ Marc D. Hamburg

By: Marc D. Hamburg

Senior Vice President and Chief Financial Officer