

CATERPILLAR INC
Form 8-K
June 09, 2011

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): June 8, 2011

CATERPILLAR INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-768
(Commission File Number)

37-0602744
(IRS Employer Identification No.)

100 NE Adams Street, Peoria, Illinois
(Address of principal executive offices)

61629
(Zip Code)

Registrant's telephone number, including area code: (309) 675-1000

Former name or former address, if changed since last report: N/A

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 230.425)
- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) At the annual meeting of stockholders of Caterpillar Inc. (the “Company”) held on June 8, 2011, stockholders approved the amended and restated Company Executive Short-Term Incentive Plan (the “Plan”). The Company’s Board of Directors (the “Board”) unanimously approved the Plan on December 8, 2010, subject to stockholder approval. A description of the Plan was set forth in the Company’s 2011 Proxy Statement (the “Proxy Statement”) filed with the Securities and Exchange Commission on April 15, 2011 under the heading “Proposal 3 – Approve Amended and Restated Caterpillar Inc. Executive Short-Term Incentive Plan.” The description of the Plan is incorporated herein by reference and is qualified in its entirety by reference to the full text of the Plan, which was filed as Appendix A to the Proxy Statement and is incorporated herein by reference.

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

(a) The 2011 annual meeting of stockholders of the Company was held on June 8, 2011.

(b) Set forth below are the voting results for each of the matters submitted to a vote of the Company’s stockholders:

Item 1 - Election of Directors

All nominees for election to the Board named in the Proxy Statement were elected, each to a one-year term, with the following votes:

| | For | Withheld | Broker Non-Votes |
|-----------------------|-------------|-------------|---------------------|
| David L. Calhoun | 337,207,634 | 107,710,822 | 108,555,100 |
| Daniel M. Dickinson | 442,253,268 | 2,665,188 | 108,555,100 |
| Eugene V. Fife | 441,606,459 | 3,311,997 | 108,555,100 |
| Juan Gallardo | 439,387,976 | 5,530,480 | 108,555,100 |
| David R. Goode | 435,105,425 | 9,813,031 | 108,555,100 |
| Jesse J. Greene, Jr. | 442,024,329 | 2,894,127 | 108,555,100 |
| Peter A. Magowan | 437,658,830 | 7,259,626 | 108,555,100 |
| Dennis A. Muilenburg | 442,016,221 | 2,902,235 | 108,555,100 |
| Douglas R. Oberhelman | 432,113,217 | 12,805,239 | 108,555,100 |
| William A. Osborn | 438,670,157 | 6,248,299 | 108,555,100 |
| Charles D. Powell | 441,231,658 | 3,686,798 | 108,555,100 |
| Edward B. Rust, Jr. | 438,503,349 | 6,415,107 | 108,555,100 |
| Susan C. Schwab | 441,794,595 | 3,123,861 | 108,555,100 |
| Joshua I. Smith | 431,486,703 | 13,431,753 | 108,555,100 |
| Miles D. White | 435,152,649 | 9,765,807 | 108,555,100 |

Item 2 - Ratification of the Company’s Independent Registered Public Accounting Firm

A Company proposal requesting ratification of the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm was approved with the following vote:

| For | Against | Abstain |
|-------------|-----------|-----------|
| 544,757,866 | 7,692,047 | 1,023,643 |

Item 3 - Company Proposal – Approve Amended and Restated Caterpillar Inc. Executive Short-Term Incentive Plan
 A Company proposal requesting that stockholders approve the Company’s amended and restated Executive Short-Term Incentive Plan was approved with the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 424,454,239 | 18,317,745 | 2,146,472 | 108,555,100 |

Item 4 - Company Proposal – Advisory Vote on Executive Compensation
 A Company proposal requesting that stockholders approve executive compensation, on an advisory basis, was approved with the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 396,610,225 | 45,978,693 | 2,329,538 | 108,555,100 |

Item 5 - Company Proposal – Advisory Vote on the Frequency of Executive Compensation Votes
 A Company proposal requesting that stockholders vote on the frequency of future advisory votes on executive compensation, on an advisory basis, received the following votes:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-------------|-----------|-------------|-----------|------------------|
| 385,625,005 | 3,403,003 | 53,465,419 | 2,425,029 | 108,555,100 |

Item 6 - Stockholder Proposal – Report on Political Contributions and Expenses
 A stockholder proposal requesting that the Company provide a report on its political contributions and expenses was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 130,770,516 | 246,649,824 | 67,498,116 | 108,555,100 |

Item 7 - Stockholder Proposal – Executives to Retain Significant Stock
 A stockholder proposal requesting that the Company adopt a policy requiring executives to retain stock acquired through equity compensation programs following termination of employment was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 97,433,570 | 343,947,784 | 3,537,102 | 108,555,100 |

Item 8 - Stockholder Proposal – Director Election Majority Vote Standard
 A stockholder proposal requesting that the Company adopt a majority vote standard for electing directors was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
| | | | |

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157,856,022 284,616,889 2,445,545 108,555,100

Item 9 - Stockholder Proposal – Special Stockholder Meetings

A stockholder proposal requesting that the Company amend its Bylaws and other governing documents to give holders of 20% of the Company’s outstanding common stock the ability to call a special stockholder meeting was not approved based on the following vote:

| | | | |
|-------------|-------------|-----------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 220,477,531 | 221,889,077 | 2,551,848 | 108,555,100 |

Item 10 - Stockholder Proposal – Independent Chairman of the Board

A stockholder proposal requesting that the Company adopt as policy that the Chairman of the Board be an independent member of the Board was not approved based on the following vote:

| | | | |
|------------|-------------|-----------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 78,847,998 | 363,873,485 | 2,196,973 | 108,555,100 |

Item 11 - Stockholder Proposal – Review of Global Corporate Standards

A stockholder proposal requesting that the Company review and amend its policies relating to human rights was not approved based on the following vote:

| | | | |
|------------|-------------|------------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 92,028,640 | 273,015,080 | 79,874,736 | 108,555,100 |

Item 12 - Stockholder Proposal – Death Benefits Policy

A stockholder proposal requesting that the Company adopt a policy restricting payments, grants or awards to senior executives following death was not approved based on the following vote:

| | | | |
|------------|-------------|-----------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 55,930,048 | 385,562,335 | 3,426,073 | 108,555,100 |

(d) Based upon the stockholder voting results on Item 5, the Board has determined that advisory votes on executive compensation will be submitted to stockholders on an annual basis until the next required advisory vote on the frequency of stockholder votes on executive compensation.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

- 10 Caterpillar Inc. Executive Short-Term Incentive Plan (incorporated by reference to Appendix A to the Company’s Definitive Proxy Statement on Form DEF 14A filed on April 15, 2011)

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.

CATERPILLAR INC.

June 9, 2011

By: /s/James B. Buda
James B. Buda
Senior Vice President and Chief
Legal Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 10 | Caterpillar Inc. Executive Short-Term Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Form DEF 14A filed on April 15, 2011) |