

TIME WARNER CABLE INC.

Form 8-K

October 10, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 9, 2014

TIME WARNER CABLE INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-33335
(Commission File
Number)

84-1496755
(IRS Employer
Identification No.)

60 Columbus Circle, New York, New York 10023
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 364-8200

Not Applicable
(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 (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 5.07. Submission of Matters to a Vote of Security Holders.

(a) A Special Meeting of the stockholders of Time Warner Cable Inc. (the “Company”) was held on October 9, 2014 (the “Special Meeting”). As of August 18, 2014, the record date for the Special Meeting, there were 279,589,864 shares of Company common stock outstanding. At the Special Meeting, approximately 80% of the shares were represented either in person or by proxy.

(b) At the Special Meeting, the stockholders (1) approved the adoption of the Agreement and Plan of Merger, dated as of February 12, 2014, as may be amended, among Time Warner Cable Inc., Comcast Corporation and Tango Acquisition Sub., Inc. and (2) approved, on an advisory (non-binding) basis, certain compensation arrangements for the Company’s named executive officers in connection with the merger. The results of the votes were as follows:

A. Adoption of the Agreement and Plan of Merger, dated as of February 12, 2014, as may be amended, among Time WarnerCable Inc., Comcast Corporation and Tango Acquisition Sub., Inc.:

This proposal was approved by the votes indicated below:

Votes For	221,133,056
Votes Against	808,481
Abstentions	1,653,719
Broker Non-Votes	0

B. Advisory (non-binding) vote on “golden parachute” compensation payments by the Company to its named executive officers in connection with the merger:

This proposal was approved by the votes indicated below:

Votes For	113,919,347
Votes Against	101,722,358
Abstentions	7,953,551
Broker Non-Votes	0

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.

TIME WARNER CABLE INC.

By: /s/ Marc Lawrence-Apfelbaum
Name: Marc Lawrence-Apfelbaum
Title: Executive Vice President, General Counsel
and Secretary

Date: October 10, 2014