

AMAZON COM INC
Form 8-K
June 01, 2018
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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

May 30, 2018

Date of Report

(Date of earliest event reported)

AMAZON.COM, INC.

(Exact name of registrant as specified in its charter)

| | | |
|----------|-----------|------------|
| Delaware | 000-22513 | 91-1646860 |
|----------|-----------|------------|

(State or other jurisdiction of
incorporation) (Commission File Number) (IRS Employer Identification No.)

410 Terry Avenue North, Seattle, Washington 98109-5210
(Address of principal executive offices, including Zip Code)

(206) 266-1000
(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:

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.

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ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On May 30, 2018, Amazon.com, Inc. held its Annual Meeting of Shareholders.

The following nominees were elected as directors, each to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified, by the vote set forth below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------|-------------|------------|-----------|---------------------|
| Jeffrey P. Bezos | 347,180,316 | 4,493,095 | 1,528,668 | 77,060,068 |
| Tom A. Alberg | 343,493,650 | 9,318,106 | 390,323 | 77,060,068 |
| Jamie S. Gorelick | 344,359,705 | 6,363,827 | 2,478,547 | 77,060,068 |
| Daniel P. Huttenlocher | 351,513,124 | 1,304,268 | 384,687 | 77,060,068 |
| Judith A. McGrath | 351,725,496 | 1,231,947 | 244,636 | 77,060,068 |
| Jonathan J. Rubinstein | 351,351,559 | 1,564,902 | 285,618 | 77,060,068 |
| Thomas O. Ryder | 324,785,162 | 28,017,164 | 399,753 | 77,060,068 |
| Patricia Q. Stonesifer | 345,024,273 | 7,929,536 | 248,270 | 77,060,068 |
| Wendell P. Weeks | 326,523,226 | 26,390,312 | 288,541 | 77,060,068 |

The appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending December 31, 2018 was ratified by the vote set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 424,159,641 | 5,604,267 | 498,239 | — |

The compensation of our named executive officers as disclosed in the proxy statement was approved in an advisory vote, as set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 346,150,436 | 6,575,121 | 476,522 | 77,060,068 |

A shareholder proposal regarding a policy to require an independent board chair was not approved, as set forth below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|---------------------|
| 91,123,831 | 261,528,355 | 549,893 | 77,060,068 |

A shareholder proposal regarding vote-counting practices for shareholder proposals was not approved, as set forth below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|---------------------|
| 27,386,714 | 324,987,412 | 827,953 | 77,060,068 |

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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.

AMAZON.COM, INC.
(REGISTRANT)

By: /s/ David A. Zapolsky
David A. Zapolsky
Senior Vice President

Dated: June 1, 2018