

AMAZON COM INC
Form 8-K
February 25, 2019
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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
February 25, 2019
Date of Report
(Date of earliest event reported)

AMAZON.COM, INC.
(Exact name of registrant as specified in its charter)

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ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On February 25, 2019, the Board of Directors of Amazon.com, Inc. (the Company) elected Indra K. Nooyi as a director of the Company, and also appointed her to the Audit Committee of the Board. Ms. Nooyi was the Chief Executive Officer of PepsiCo, Inc. from October 2006 to October 2018, where she also served as the Chairman of its board of directors from May 2007 to February 2019. She was elected to PepsiCo's board of directors and became its President and Chief Financial Officer in 2001, and held leadership roles in finance, corporate strategy and development, and strategic planning after joining PepsiCo in 1994. Ms. Nooyi has served as a director of Schlumberger Limited since April 2015. In connection with her election, Ms. Nooyi was granted a restricted stock unit award under the Company's 1997 Stock Incentive Plan for 549 shares of common stock of the Company, to vest in three equal annual installments beginning on May 15, 2020, assuming continued service as a director. Ms. Nooyi also entered into an indemnification agreement with the Company in the same form its other directors have entered, which is filed as an exhibit to Amendment No. 1, filed April 21, 1997, to the Company's Registration Statement on Form S-1 (Registration No. 333-23795).

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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: February 25, 2019