

ECOLAB INC.
Form 8-K
May 03, 2019

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) May 2, 2019

ECOLAB INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 1-9328 | 41-0231510 |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

1 Ecolab Place,
Saint Paul,
Minnesota 55102
(Address of
principal
executive offices)
(Zip Code)

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Registrant's telephone number, including area code 1-800-232-6522

(Not applicable)

(Former name or former address, if changed since last report.)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|---|
| Common Stock, \$1.00 par value | ECL | New York Stock Exchange, Inc. |
| 2.625% Euro Notes due 2025 | ECL 25 | New York Stock Exchange, Inc. |
| 1.000% Euro Notes due 2024 | ECL 24 | New York Stock Exchange, Inc. |

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))

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.

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

Ecolab's Annual Meeting of Stockholders (the "Annual Meeting") was held on May 2, 2019. A copy of the News Release issued by Ecolab in connection with this report under Item 5.07 is attached as Exhibit (99.1).

At the close of business on March 5, 2019, the record date of the Annual Meeting, Ecolab had 288,366,583 shares of common stock issued and outstanding. At the Annual Meeting, 90.46% of the issued and outstanding shares of Ecolab's common stock were represented in person or by proxy which constituted a majority of the issued and outstanding shares on the record date for the Annual Meeting.

The first proposal voted upon was the election of 13 Directors for a one-year term ending at the annual meeting in 2020. The 13 persons nominated by Ecolab's board of directors received the following votes and were elected:

| | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|------------|-----------|---------------------|
| Douglas M. Baker, Jr. | 226,674,827 | 10,164,624 | 1,947,420 | 22,079,955 |
| Shari L. Ballard | 238,281,909 | 263,023 | 241,939 | 22,079,955 |
| Barbara J. Beck | 233,488,879 | 5,056,136 | 241,856 | 22,079,955 |
| Leslie S. Biller | 231,835,839 | 6,677,041 | 273,991 | 22,079,955 |
| Jeffrey M. Ettinger | 234,347,497 | 3,578,467 | 860,907 | 22,079,955 |
| Arthur J. Higgins | 163,300,431 | 75,217,276 | 269,164 | 22,079,955 |
| Michael Larson | 235,007,913 | 3,520,942 | 258,016 | 22,079,955 |
| David W. MacLennan | 235,891,902 | 2,643,868 | 251,101 | 22,079,955 |
| Tracy B. McKibben | 237,253,996 | 1,253,616 | 279,259 | 22,079,955 |
| Lionel L. Nowell, III | 238,195,069 | 331,301 | 260,501 | 22,079,955 |
| Victoria J. Reich | 232,730,020 | 5,810,992 | 245,859 | 22,079,955 |
| Suzanne M. Vautrinot | 237,174,701 | 1,366,363 | 245,807 | 22,079,955 |
| John J. Zillmer | 226,427,635 | 12,103,167 | 256,069 | 22,079,955 |

The second proposal voted upon was the ratification of the appointment of PricewaterhouseCoopers LLP as Ecolab's independent registered public accounting firm for the year ending December 31, 2018. The proposal received the following votes and was approved:

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| For | Against | Abstain |
|-------------|------------|---------|
| 248,604,446 | 11,859,144 | 403,236 |

The third proposal was a vote to approve, on an advisory basis, the compensation of the executives disclosed in the Proxy Statement. The proposal received the following votes and was approved:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 218,587,543 | 19,342,897 | 856,431 | 22,079,955 |

The fourth proposal was a vote to approve a stockholder proposal requesting an independent board chair. The proposal received the following votes and was not approved:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 50,664,813 | 180,292,133 | 7,829,925 | 22,079,955 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

(99.1) Ecolab Inc. News Release dated May 2, 2019.

