

CHEVRON CORP
Form 8-K
June 05, 2017

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 31, 2017

Chevron Corporation
(Exact name of registrant as specified in its charter)

Delaware	001-00368	94-0890210
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

6001 Bollinger Canyon Road, San Ramon, CA	94583
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (925) 842-1000

N/A
(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 obligations 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.

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

(a) The 2017 Annual Meeting of Stockholders of Chevron Corporation (“Chevron”) was held on Wednesday, May 31, 2017.

Chevron stockholders voted on the matters set forth below, with final voting results indicated. For the election of Directors in an uncontested election, each nominee who received a majority of votes cast (i.e., the number of shares voted for exceeded the number of shares voted against, excluding abstentions) was elected a Director. Except for (b) Item 4 (advisory vote on the frequency of future advisory votes on named executive officer compensation), all other items were approved if the number of shares voted for exceeded the number of shares voted against, excluding abstentions.

All nominees for election to the Chevron Board of Directors (1) (“Board”) were elected, each for a one-year term, based upon the following votes:

Nominee	Votes For	Percentage	Votes Against	Abstentions	Broker Non-Votes
W. M. Austin	1,303,368,948	99.0%	13,195,051	5,492,645	331,972,209
L. F. Deily	1,288,333,894	98.4%	21,609,302	12,113,448	331,972,209
R. E. Denham	1,264,964,551	96.6%	44,254,419	12,837,674	331,972,209
A. P. Gast	1,297,382,647	99.0%	12,734,697	11,939,300	331,972,209
E. Hernandez Jr.	1,259,225,284	96.1%	50,600,349	12,231,011	331,972,209
J. M. Huntsman Jr.	1,287,784,974	98.3%	22,567,071	11,704,599	331,972,209
C. W. Moorman IV	1,297,101,302	99.0%	12,731,351	12,223,991	331,972,209
D. F. Moyo	1,277,529,736	97.5%	32,338,557	12,188,351	331,972,209
R. D. Sugar	1,269,403,584	97.0%	39,996,311	12,656,749	331,972,209
I. G. Thulin	1,290,766,208	98.5%	19,242,090	12,048,346	331,972,209
J. S. Watson	1,250,538,949	95.5%	58,318,724	13,198,971	331,972,209
	1,277,763,182	97.5%	32,738,968	11,554,494	331,972,209

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The Board's proposal to ratify the appointment of PricewaterhouseCoopers LLP as Chevron's (2) independent registered public accounting firm for 2017 was approved based upon the following votes:

Votes For	1,615,528,447	98.0%
Votes Against	32,688,861	2.0%
Abstentions	5,811,545	

Brokers were permitted to cast stockholder non-votes (i.e., uninstructed shares) at their discretion on this proposal item, and such non-votes are reflected in the votes for or against or abstentions.

The Board's proposal for stockholders to approve, on an advisory basis, the compensation of (3) Chevron's named executive officers was approved based upon the following votes:

Votes For	1,224,477,991	93.8%
Votes Against	81,320,474	6.2%
Abstentions	16,258,179	

Broker Non-Votes 331,972,209

The Board's proposal for stockholders to vote, on an advisory basis, as to the frequency of future (4) advisory votes on Chevron's named executive officer compensation received the following votes:

Votes	
For	1,157,974,727 88.5%
1	
Year	
Votes	
For	8,184,812 0.6%
2	
Years	
Votes	
For	142,837,830 10.9%
3	
Years	
Absent	6,059,275
Broker	331,972,209
Non-Votes	

The stockholder proposal regarding a report on (5) lobbying was not approved based upon the following votes:

Votes	
For	378,270,506 29.1%
Votes	
Against	920,148,028 70.9%
Absent	6,059,275
Broker	331,972,209
Non-Votes	

(6) The stockholder proposal regarding a report on business with conflict-complicit governments was not approved based upon

the following votes:

Votes
For 72,034,693 5.7%

Votes
Against 1,184,804,405 94.3%

Abstentions 6,217,546

Broker
Non-Votes 331,972,209

The stockholder
(7) proposal was
withdrawn.

The stockholder
proposal regarding
a report on
(8) transition to a low
carbon economy
was not approved
based upon the
following votes:

Votes
For 334,944,962 26.0%

Votes
Against 953,851,171 74.0%

Abstentions 3,260,511

Broker
Non-Votes 331,972,209

The stockholder
proposal regarding
an independent
(9) chairman was not
approved based
upon the following
votes:

Votes
For 479,386,793 38.7%

Votes
Against 758,188,211 61.3%

Abstentions 8,481,640

Broker
Non-Votes 331,972,209

The stockholder
proposal regarding an
independent director
(10) with environmental
expertise was not
approved based upon
the following votes:

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Votes
For 252,689,485 19.6%
Votes
Against 1,035,361,585 80.4%
Abstentions 24,005,574
Broker
Non-Votes 331,972,209

(11) The stockholder proposal regarding special meetings was not approved based upon the following votes:

Votes For 415,762,930 31.9%

Votes Against 887,242,833 68.1%

Abstentions 105,881

Broker Non-Votes 331,972,209

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.

CHEVRON
CORPORATION

Dated: June 5, 2017 By: /s/ Christine L. Cavallo
Christine L. Cavallo,
Assistant Secretary