

WALT DISNEY CO/  
Form 8-K  
March 08, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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):  
March 6, 2013

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The Walt Disney Company  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)  
1-11605  
(Commission File Number)

95-4545390  
(IRS Employer Identification No.)

500 South Buena Vista Street  
Burbank, California  
(Address of principal executive offices)

91521  
(Zip Code)

(818) 560-1000  
(Registrant's telephone number, including area code)

Not applicable  
(Former name or 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers

(e) On March 6, 2013, the shareholders of the Registrant approved the terms of the Registrant's 2002 Executive Performance Plan, as amended (the "2002 Plan") at the Registrant's annual meeting of shareholders. The amendment eliminates the aggregate limit on bonuses awarded to executives covered by the plan and imposes a limit of \$27.5 million (the same as provided prior to the amendment) for the chief executive officer, executive chairman, president and chief operating officer and a limit of \$10 million for all other covered officers. The 2002 Plan, as amended and restated, was filed with the Proxy Statement for the Registrant's 2013 Annual Meeting and is incorporated by reference as Exhibit 10.1 to this Report and the terms thereof are incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a-b) The final results of voting on each of the matters submitted to a vote of security holders during the Registrant's annual meeting of shareholders on March 6, 2013 are as follows.

| 1. | Election of Directors: | For           | Against     | Abstentions | Broker Non-Votes |
|----|------------------------|---------------|-------------|-------------|------------------|
|    | Susan E. Arnold        | 1,166,796,603 | 179,856,506 | 3,093,725   | 188,974,981      |
|    | John S. Chen           | 1,190,989,717 | 155,508,213 | 3,248,904   | 188,974,981      |
|    | Judith L. Estrin       | 1,326,039,360 | 20,572,843  | 3,134,631   | 188,974,981      |
|    | Robert A. Iger         | 1,319,588,041 | 22,558,169  | 7,600,624   | 188,974,981      |
|    | Fred H. Langhammer     | 1,185,771,809 | 160,662,233 | 3,312,792   | 188,974,981      |
|    | Aylwin B. Lewis        | 1,168,828,477 | 177,659,162 | 3,259,195   | 188,974,981      |
|    | Monica C. Lozano       | 1,328,875,960 | 17,690,327  | 3,180,547   | 188,974,981      |
|    | Robert W. Matschullat  | 1,328,257,082 | 18,147,048  | 3,342,704   | 188,974,981      |
|    | Sheryl Sandberg        | 1,340,815,834 | 5,820,697   | 3,110,303   | 188,974,981      |
|    | Orin C. Smith          | 1,280,580,673 | 65,928,899  | 3,237,262   | 188,974,981      |

Under the Registrant's Bylaws, each of the directors was elected, having received more votes "for" than "against."

| 2. | Ratification of PricewaterhouseCoopers LLP as registered public accountants | For           | Against    | Abstentions |
|----|-----------------------------------------------------------------------------|---------------|------------|-------------|
|    |                                                                             | 1,521,727,192 | 13,548,358 | 3,446,265   |

Under the Registrant's Bylaws, the selection of the auditors was ratified, having received "for" votes from more than a majority of shares cast for, against or abstain.

| 3. | Approval of the 2002 Executive Performance Plan, as amended | For           | Against     | Abstentions | Broker Non-Votes |
|----|-------------------------------------------------------------|---------------|-------------|-------------|------------------|
|    |                                                             | 1,192,607,377 | 151,215,940 | 5,923,517   | 188,974,981      |

Under the Registrant's Bylaws, the terms of the plan, as amended, were approved, having received "for" votes from more than a majority of shares cast for, against or abstain.

|                                                            | For         | Against     | Abstentions | Broker<br>Non-Votes |
|------------------------------------------------------------|-------------|-------------|-------------|---------------------|
| 4. Approval of the advisory vote on executive compensation | 777,843,991 | 564,441,983 | 7,460,860   | 188,974,981         |

Under the Registrant's Bylaws, the proposal was approved, having received "for" votes from more than a majority of shares cast for, against or abstain.

|                                                  | For         | Against     | Abstentions | Broker<br>Non-Votes |
|--------------------------------------------------|-------------|-------------|-------------|---------------------|
| 5. Shareholder proposal relating to proxy access | 537,071,177 | 803,585,857 | 9,089,800   | 188,974,981         |

Under the Registrant's Bylaws, the proposal failed, having received "for" votes from less than a majority of votes cast for, against or abstain.

|                                                                                                         | For         | Against     | Abstentions | Broker<br>Non-Votes |
|---------------------------------------------------------------------------------------------------------|-------------|-------------|-------------|---------------------|
| 6. Shareholder proposal relating to future separation of chairman and chief executive officer positions | 476,163,805 | 864,900,532 | 8,682,497   | 188,974,981         |

Under the Registrant's Bylaws, the proposal failed, having received "for" votes from less than a majority of votes cast for, against or abstain.

#### Item 9.01 Exhibits

Exhibit 10.1 The Amended and Restated 2002 Executive Performance Plan is incorporated by reference to Annex A to the Proxy Statement for the 2013 Annual Meeting of Registrant

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.

The Walt Disney Company

By: /s/ Roger J. Patterson  
Roger J. Patterson  
Associate General Counsel and Assistant Secretary  
Registered In-House Counsel

Dated: March 8, 2013