

TENNECO INC  
Form 8-K/A  
July 12, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**Current Report Pursuant To**  
**Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): July 12, 2017 (May 17, 2017)

**TENNECO INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-12387**  
**(Commission File Number)**

**76-0515284**  
**(IRS Employer**  
  
**Identification No.)**

**500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS**  
**(Address of Principal Executive Offices)**

**60045**  
**(Zip Code)**

**Registrant's telephone number, including area code: (847) 482-5000**

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.

This Form 8-K/A amends and supplements the Current Report on Form 8-K of Tenneco Inc. (the Company), originally filed with the Securities and Exchange Commission on May 18, 2017 (the Initial Filing). The sole purpose for filing this Form 8-K/A is to disclose the Company's determination with respect to the frequency of future non-binding advisory votes on the Company's executive compensation by the Company's stockholders, as reflected in the last paragraph of Item 5.07 below.

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

On May 17, 2017, Tenneco Inc. (the Company) held its 2017 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below. A copy of the press release announcing the voting results is attached as Exhibit 99.1.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Thomas C. Freyman	47,798,225	145,226	49,161	2,145,176
Brian J. Kessler	47,756,669	190,290	45,653	2,145,176
Dennis J. Letham	47,240,076	703,058	49,478	2,145,176
James S. Metcalf	47,797,609	147,618	47,385	2,145,176
Roger B. Porter	45,645,659	2,296,393	50,560	2,145,176
David B. Price, Jr.	46,438,161	1,506,176	48,275	2,145,176
Gregg M. Sherrill	47,176,727	595,052	220,833	2,145,176
Paul T. Stecko	46,024,930	1,919,935	47,747	2,145,176
Jane L. Warner	47,342,762	603,677	46,173	2,145,176
Roger J. Wood	47,792,716	150,298	49,598	2,145,176

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent public accountants for the year 2017 was approved based upon the following votes:

Votes for	49,275,303
Votes against	719,105
Abstentions	143,380

There were no broker non-votes for this item.

3. The proposal to approve the compensation of our named executive officers was approved based upon the following advisory, non-binding vote:

Votes for	45,333,082
Votes against	2,316,948
Abstentions	342,582
Broker non-votes	2,145,176

4. The stockholders recommended that we conduct future advisory votes on named executive compensation (each, a say-on-pay vote ) every one year based upon the following advisory, non-binding vote:

Every one year	42,084,130
Every two years	33,740
Every three years	5,821,922
Abstentions	52,820
Broker non-votes	2,145,176

A majority of the votes cast at the Annual Meeting were voted in favor of an annual say-on-pay vote. This vote was consistent with the recommendation of the Company’s Board of Directors in the Proxy Statement for the Annual Meeting. After considering the results of the stockholder advisory vote, at a meeting held on July 12, 2017, the Company’s Board of Directors, upon a recommendation by the Compensation/Nominating/Governance Committee of the Company’s Board of Directors, determined that the Company will hold an annual say-on-pay vote until the next advisory vote on the frequency of future say-on-pay votes. The next required advisory vote on the frequency will occur no later than 2023.

**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.

**TENNECO INC.**

Date: July 12, 2017

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General Counsel  
and Corporate Secretary