

UNITED TECHNOLOGIES CORP /DE/
Form 8-K
May 02, 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): April 29, 2019

UNITED TECHNOLOGIES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 1-812 06-0570975
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)
10 Farm Springs Road
Farmington, Connecticut 06032
(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code
(860) 728-7000
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 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.

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 par value) (CUSIP 913017 10 9) | UTX | New York Stock Exchange |
| 1.125% Notes due 2021 (CUSIP 913017 CD9) | UTX 21D | New York Stock Exchange |
| 1.250% Notes due 2023 (CUSIP U91301 AD0) | UTX 23 | New York Stock Exchange |
| 1.150% Notes due 2024 (CUSIP 913017 CU1) | UTX 24A | New York Stock Exchange |
| 1.875% Notes due 2026 (CUSIP 913017 CE7) | UTX 26 | New York Stock Exchange |
| 2.150% Notes due 2030 (CUSIP 913017 CV9) | UTX 30 | New York Stock Exchange |
| Floating Rate Notes due 2019 (CUSIP 913017 CS6) | UTX 19C | New York Stock Exchange |
| Floating Rate Notes due 2020 (CUSIP 913017 CT4) | UTX 20B | New York Stock Exchange |

Section 5 - Corporate Governance and Management

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

United Technologies Corporation ("UTC" or "Company") held its 2019 Annual Meeting of Shareowners on April 29, 2019. As of February 28, 2019, the record date for the meeting, 862,332,297 shares of UTC common stock were issued and outstanding. A quorum of 775,594,061 shares of common stock was present or represented at the meeting. The shareowners voted on the following matters and cast their votes as described below.

Election of Directors. The following individuals were elected to serve as directors for a term expiring at the 2020 1) Annual Meeting of Shareowners or upon the election and qualification of their successors. The voting results for each of the nominees are as follows:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|---------------|-------------|------------------|
| Lloyd J. Austin III | 667,748,004 | 2,164,347 | 912,460 | 104,769,250 |
| Diane M. Bryant | 668,142,442 | 1,851,160 | 831,209 | 104,769,250 |
| John V. Faraci | 612,487,578 | 57,441,269 | 895,964 | 104,769,250 |
| Jean-Pierre Garnier | 641,973,940 | 27,599,259 | 1,251,612 | 104,769,250 |
| Gregory J. Hayes | 648,704,840 | 19,413,833 | 2,706,138 | 104,769,250 |
| Christopher J. Kearney | 668,112,482 | 1,823,070 | 889,259 | 104,769,250 |
| Ellen J. Kullman | 656,662,653 | 13,171,438 | 990,720 | 104,769,250 |
| Marshall O. Larsen | 659,052,719 | 10,904,225 | 867,867 | 104,769,250 |
| Harold W. McGraw III | 660,660,798 | 8,875,362 | 1,288,651 | 104,769,250 |
| Margaret L. O'Sullivan | 667,423,233 | 2,038,957 | 1,362,621 | 104,769,250 |
| Denise L. Ramos | 668,103,277 | 1,906,886 | 814,648 | 104,769,250 |
| Fredric G. Reynolds | 655,324,197 | 14,456,155 | 1,044,459 | 104,769,250 |
| Brian C. Rogers | 664,536,577 | 5,396,585 | 891,649 | 104,769,250 |

2) A proposal that shareowners approve, on an advisory basis, the compensation of UTC's named executive officers. The proposal was approved and the voting results are as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 643,510,519 | 24,992,494 | 2,321,798 | 104,769,250 |

3) A proposal to appoint PricewaterhouseCoopers LLP, a firm of independent registered public accountants, to serve as UTC's Independent Auditor for 2019 until the next Annual Meeting in 2020. The proposal was approved and the voting results are as follows:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 753,668,107 | 20,952,194 | 973,760 |

4) A proposal that shareowners approve an amendment to the Company's Restated Certificate of Incorporation to eliminate Article Ninth, which requires a supermajority voting standard for the approval of certain business combination transactions. The proposal was not approved because the requisite 80% of the outstanding shares did not vote in favor of the proposal. The voting results are as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 662,515,053 | 6,599,335 | 1,710,423 | 104,769,250 |

5) A proposal that shareowners ratify the 15% special meeting ownership threshold in the Company's Bylaws. The proposal was approved and the voting results are as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 663,155,515 | 5,620,448 | 2,048,848 | 104,769,250 |

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.

UNITED TECHNOLOGIES CORPORATION
(Registrant)

Date: May 2, 2019 By: /S/ PETER J. GRABER-LIPPERMAN

Peter J. Graber-Lipperman

Corporate Vice President, Secretary and Associate General Counsel