

DUPONT E I DE NEMOURS & CO  
Form 8-K  
July 20, 2016

**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): **July 20, 2016**

**E. I. du Pont de Nemours and Company**

(Exact Name of Registrant as Specified in Its Charter)

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

**1-815**  
(Commission  
File Number)

**51-0014090**  
(I.R.S. Employer  
Identification No.)

**974 Centre Road**

**Wilmington, Delaware 19805**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(302) 774-1000**

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On July 20, 2016, E. I. du Pont de Nemours and Company (the Company) held a Special Meeting of Stockholders (Special Meeting). As of the close of business on June 2, 2016, the record date for the Special Meeting, 873,965,909 shares of the Company's common stock, par value \$.30 per share, were outstanding and entitled to vote. A total of 681,079,875 shares of common stock were voted in person or by proxy, representing 77.93% percent of the shares entitled to be voted, which constituted a quorum to conduct business at the Special Meeting. The following are the final voting results on proposals considered and voted upon at the Special Meeting, all of which are described in the Company's Proxy Statement filed with the Securities and Exchange Commission on June 10, 2016.

Each of the proposals was approved by the requisite vote of the Company's stockholders.

Proposal 1 To adopt the Agreement and Plan of Merger, dated as of December 11, 2015 (as it may be amended from time to time, the merger agreement), by and among Diamond-Orion HoldCo, Inc. (n/k/a DowDuPont Inc.), the Company, Diamond Merger Sub, Inc., Orion Merger Sub, Inc. and The Dow Chemical Company (Dow). The Company's stockholders approved the merger agreement.

| For         | Against   | Abstain   |
|-------------|-----------|-----------|
| 669,464,080 | 8,521,129 | 3,094,666 |

Proposal 2 To adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement. The Company's stockholders approved an adjournment of the Special Meeting, if necessary, but an adjournment was not necessary in light of adoption of the merger agreement.

| For         | Against    | Abstain   |
|-------------|------------|-----------|
| 619,063,953 | 58,524,944 | 3,490,978 |

Proposal 3 Approval, by a non-binding advisory vote, of compensation, that may become payable to the Company's named executive officers in connection with the consummation of the mergers. The Company's stockholders approved, by a non-binding advisory vote, the compensation that may become payable to the Company's named executive officers in connection with the consummation of the mergers.

| For         | Against     | Abstain    |
|-------------|-------------|------------|
| 439,375,059 | 230,253,557 | 11,451,259 |

**Item 8.01 Other Events**

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On July 20, 2016, the Company and Dow issued a joint press release announcing the results of the Special Meeting and the special meeting of Dow's stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>  |
|---------------------------|--|
| 99.1                      | Press release of E. I. du Pont de Nemours and Company and The Dow Chemical Company, dated July 20, 2016. |

SIGNATURE

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.

E. I. DU PONT DE NEMOURS AND COMPANY  
(Registrant)

Date: July 20, 2016

By:

*/s/ Jeanmarie F. Desmond*  
Jeanmarie F. Desmond  
Vice President and Controller

**E. I. DU PONT DE NEMOURS AND COMPANY**

**Exhibit Index**

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