

AMAZON COM INC
Form 8-K
May 23, 2014

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

MAY 21, 2014

DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED)

AMAZON.COM, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

000-22513
(COMMISSION)

91-1646860
(IRS EMPLOYER)

**(STATE OR OTHER
JURISDICTION**

FILE NO.)

IDENTIFICATION NO.)

OF INCORPORATION)

410 TERRY AVENUE NORTH, SEATTLE, WASHINGTON 98109-5210

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(206) 266-1000

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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))

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 21, 2014, Amazon.com, Inc. held its Annual Meeting of Shareholders.

The following nominees were elected as directors, each to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified, by the vote set forth below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------|-------------|----------------|----------------|-----------------------------|
| Jeffrey P. Bezos | 370,322,806 | 6,563,539 | 1,559,679 | 35,229,205 |
| Tom A. Alberg | 374,490,934 | 2,951,888 | 1,003,202 | 35,229,205 |
| John Seely Brown | 375,865,813 | 1,631,384 | 948,827 | 35,229,205 |
| William B. Gordon | 375,265,253 | 2,338,985 | 841,786 | 35,229,205 |
| Jamie S. Gorelick | 375,542,627 | 1,960,736 | 942,661 | 35,229,205 |
| Alain Monié | 376,723,186 | 764,526 | 958,312 | 35,229,205 |
| Jonathan J. Rubinstein | 376,420,602 | 1,076,275 | 949,147 | 35,229,205 |
| Thomas O. Ryder | 354,441,151 | 23,157,899 | 846,974 | 35,229,205 |
| Patricia Q. Stonesifer | 375,186,106 | 2,442,972 | 816,946 | 35,229,205 |

The appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending December 31, 2014 was ratified by the vote set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-----------------------------|
| 411,261,963 | 1,343,840 | 1,069,426 | |

The compensation of our named executive officers as disclosed in the proxy statement was approved in an advisory vote as set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-----------------------------|
| 367,282,706 | 9,435,076 | 1,728,242 | 35,229,205 |

A shareholder proposal regarding a report concerning corporate political contributions was not approved, as set forth below:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-----------------------------|
| 79,792,406 | 268,607,653 | 30,045,965 | 35,229,205 |

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.

AMAZON.COM, INC. (REGISTRANT)

By: /s/ David A. Zapolsky
 David A. Zapolsky
 Senior Vice President

Dated: May 23, 2014