

JETBLUE AIRWAYS CORP  
Form 8-K  
May 28, 2015

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): May 21, 2015  
JETBLUE AIRWAYS CORPORATION  
(Exact name of registrant as specified in its charter)  
Delaware  
(State of Other Jurisdiction of Incorporation)

000-49728  
(Commission File Number)

87-0617894  
(I.R.S. Employer Identification No.)

27-01 Queens Plaza North, Long Island City, New  
York  
(Address of principal executive offices)  
(718) 286-7900  
(Registrant's telephone number, including area code)

11101  
(Zip 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 (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 5.07. Submission of Matters to a Vote of Security Holders.

On May 21, 2015, at our 2015 Annual Meeting of Stockholders, the stockholders of the Company voted on four items:

1. To elect eleven directors nominated by the Board of Directors to serve until the 2016 annual meeting of stockholders;
2. To ratify the selection of Ernst & Young LLP (E&Y) as JetBlue's independent registered public accounting firm for the fiscal year ending December 31, 2015;
3. To seek approval, on an advisory basis, of the compensation of JetBlue's named executive officers;
4. To approve amendments to our 2011 Crewmember Stock Purchase Plan; and
5. To approve amendments to our 2011 Incentive Compensation Plan and re-approve the material terms of the performance goals for purposes of Section 162(m) of the Internal Revenue Code.

The results are as follows:

1. The nominees for director received the following votes:

| NAME               | FOR         | AGAINST   | ABSTAIN   | BROKER<br>NON-VOTES |
|--------------------|-------------|-----------|-----------|---------------------|
| Jens Bischof       | 189,169,307 | 2,304,459 | 1,859,174 | 43,463,880          |
| Peter Boneparth    | 190,131,327 | 1,335,383 | 1,866,230 | 43,463,880          |
| David Checketts    | 189,832,110 | 1,640,268 | 1,860,562 | 43,463,880          |
| Virginia Gambale   | 190,004,920 | 1,479,104 | 1,848,916 | 43,463,880          |
| Stephan Gemkow     | 188,606,456 | 2,862,864 | 1,863,620 | 43,463,880          |
| Robin Hayes        | 189,260,675 | 2,212,418 | 1,859,847 | 43,463,880          |
| Ellen Jewett       | 190,071,760 | 1,407,089 | 1,854,091 | 43,463,880          |
| Stanley McChrystal | 188,758,816 | 2,710,945 | 1,863,179 | 43,463,880          |
| Joel Peterson      | 188,778,143 | 2,694,629 | 1,860,168 | 43,463,880          |
| Frank Sica         | 188,567,575 | 2,898,895 | 1,866,470 | 43,463,880          |
| Thomas Winkelmann  | 189,612,028 | 1,857,226 | 1,863,686 | 43,463,880          |

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 was approved based upon the following votes received:

|               |             |
|---------------|-------------|
| Votes For     | 232,939,391 |
| Votes Against | 1,884,597   |
| Abstentions   | 1,972,832   |

There were no broker non-votes for this item.

3. The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers was approved based upon the following votes received:



|                  |             |
|------------------|-------------|
| Votes For        | 184,886,114 |
| Votes Against    | 5,965,803   |
| Abstentions      | 2,481,023   |
| Broker non-votes | 43,463,880  |

4. The proposal to approve amendments to the 2011 Crewmember Stock Purchase Plan was approved based upon the following votes received:

|                  |             |
|------------------|-------------|
| Votes For        | 189,336,036 |
| Votes Against    | 1,655,831   |
| Abstentions      | 2,341,073   |
| Broker non-votes | 43,463,880  |

5. The proposal to approve amendments to the 2011 Incentive Compensation Plan and to re-approve the material terms of the performance goals for purposes of Section 162(m) of the Internal Revenue Code was approved based upon the following votes received:

|                  |             |
|------------------|-------------|
| Votes For        | 182,380,991 |
| Votes Against    | 8,972,830   |
| Abstentions      | 1,979,119   |
| Broker non-votes | 43,463,880  |

**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 thereunto duly authorized.

JETBLUE AIRWAYS CORPORATION  
(Registrant)

Date: May 28, 2015

By: Alexander Chatkewitz  
Vice President, Controller and Chief  
Accounting Officer  
(principal accounting officer)