

CATERPILLAR INC
Form 8-K
June 10, 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): June 8, 2016

CATERPILLAR INC.
(Exact name of registrant as specified
in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-768
(Commission
File# 7-0602744
Number (Employer Identification No.))

100
NE
Adams
Street,
Peoria,
Illinois
(Address, (Zip Code)
of
principal
executive
offices)

Registrant's telephone number,
including area code: (309) 675-1000

Former name or former address, if
changed since last report: N/A

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 8, 2016, the Board of Directors (the “Board”) of Caterpillar Inc. (the “Company”) approved and adopted amended and restated Bylaws (the “Amended and Restated Bylaws”), which became effective immediately upon the Board’s approval. The Amended and Restated Bylaws, among other things:

- remove the mandate that the chief executive officer and chairman of the board positions be combined;
- clarify that the independent directors shall appoint from their number a presiding director if the chairman of the board is not an independent director;
- revise the number of directors required to call a special meeting of the board of directors from any two directors to a majority of the board of directors; and
- add the presiding director and the chief executive officer as persons authorized to call a special meeting of the board of directors.

The foregoing summary of the Amended and Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated Bylaws. The Amended and Restated Bylaws and a copy marked to show changes are attached as Exhibits 3.1 and 3.2 respectively. Exhibit 3.1 is incorporated herein by reference.

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

(a) The Company’s 2016 annual meeting of stockholders was held on June 8, 2016.

(b) Set forth below are the voting results for each of the matters submitted to a vote of the Company’s stockholders.

Proposal 1 – Company Proposal - Election of Directors

All nominees for election to the Company’s board of directors named in the Proxy Statement were elected, each to a one-year term, with the following vote:

| | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|------------|-----------|------------------|
| David L. Calhoun | 378,689,400 | 5,728,895 | 1,823,007 | 124,214,923 |
| Daniel M. Dickinson | 375,023,481 | 9,412,660 | 1,805,161 | 124,214,923 |
| Juan Gallardo | 373,877,317 | 10,478,096 | 1,885,889 | 124,214,923 |
| Jesse J. Greene, Jr. | 377,159,135 | 7,081,933 | 2,000,234 | 124,214,923 |
| Jon M. Huntsman, Jr. | 377,888,857 | 6,744,250 | 1,608,195 | 124,214,923 |
| Dennis A. Muilenburg | 374,960,207 | 9,502,984 | 1,778,111 | 124,214,923 |
| Douglas R. Oberhelman | 367,138,078 | 15,426,547 | 3,676,677 | 124,214,923 |
| William A. Osborn | 371,860,467 | 12,537,812 | 1,843,023 | 124,214,923 |
| Debra L. Reed | 371,612,808 | 12,971,881 | 1,656,613 | 124,214,923 |
| Edward B. Rust, Jr. | 373,813,522 | 10,027,482 | 2,400,298 | 124,214,923 |
| Susan C. Schwab | 377,492,989 | 6,569,176 | 2,179,137 | 124,214,923 |
| Miles D. White | 370,217,952 | 13,465,922 | 2,557,428 | 124,214,923 |

Proposal 2 - Company Proposal -
Ratification of the Company's
Independent Registered Public
Accounting Firm

The proposal requesting ratification of
the appointment of

PricewaterhouseCoopers LLP as the
Company's independent registered
public accounting firm for 2016 was
approved with the following vote:

| | | |
|-------------|------------|-----------|
| For | Against | Abstain |
| 495,319,697 | 13,278,058 | 1,858,470 |

Proposal 3 - Company Proposal - Advisory Vote
on Executive Compensation

The proposal requesting that the stockholders of
the Company approve executive compensation, on
an advisory basis, was approved with the
following vote:

| | | | |
|-------------|------------|-----------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 358,393,625 | 24,726,996 | 3,120,681 | 124,214,923 |

Proposal 4 – Stockholder Proposal – Lobbying Report

The proposal requesting that the Company provide
a report regarding lobbying expenditures and
policies was not approved based on the following
vote:

| | | | |
|------------|-------------|------------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 68,445,890 | 244,551,949 | 73,243,463 | 124,214,923 |

Proposal 5 - Stockholder Proposal – Stockholder
Right to Act by Written Consent

The proposal requesting that the Company permit
shareholder action by written consent was not
approved based on the following vote:

| | | | |
|-------------|-------------|-----------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 137,391,392 | 245,493,537 | 3,356,373 | 124,214,923 |

Proposal 6 - Stockholder Proposal – Independent
Board Chairman

The proposal requesting that the Company adopt as policy that the Chairman of the Board be an independent member of the Board was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|---------------------|
| 159,476,904 | 212,759,178 | 14,005,220 | 124,214,923 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Bylaws of Caterpillar Inc., as amended and restated on June 8, 2016

3.2 Marked Bylaws of Caterpillar Inc.

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.

CATERPILLAR INC.

June 10, 2016 By: /s/James B. Buda
James B. Buda
Executive Vice President, Law and Public Policy

EXHIBIT INDEX

Exhibit No. Description

- 3.1 Bylaws of Caterpillar Inc., as amended and restated on June 8, 2016
- 3.2 Marked Bylaws of Caterpillar Inc.