

SCHWAB CHARLES CORP
Form 8-K
May 19, 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 13, 2015

The Charles Schwab Corporation

(Exact name of registrant as specified in its charter)

Commission File Number: 1-9700

Delaware 94-3025021
(State or other jurisdiction (I.R.S. Employer
of incorporation) Identification No.)

211 Main Street, San Francisco, CA 94105

(Address of principal executive offices, including zip code)

(415) 667-7000

(Registrant's telephone number, including area code)

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

- (a) The Annual Meeting of Stockholders of The Charles Schwab Corporation (“CSC”) was held on May 13, 2015.
- (b) All nominees for directors were elected, and each nominee received more “for” votes than “against” votes cast for his or her election. The proposals for ratification of CSC’s independent auditors, the advisory vote on executive compensation and the approval of the Corporate Executive Bonus Plan were approved. The stockholder proposals regarding political contributions, lobbying payments, annual disclosure of EEO-1 data, accelerated vesting upon a change in control and vote tabulation were not approved. The final voting results were as follows:

| | For | Against | Abstain | Broker Non-Vote |
|---|---------------|---------------|-------------|--------------------|
| 1 Election of Directors | | | | |
| (a) Nancy H. Bechtle | 1,103,483,292 | 23,282,018 | 1,684,940 | 87,238,830 |
| (b) Walter W. Bettinger II | 1,110,618,564 | 16,235,839 | 1,595,847 | 87,238,830 |
| (c) C. Preston Butcher | 1,102,409,615 | 24,262,478 | 1,778,157 | 87,238,830 |
| (d) Christopher V. Dodds | 1,084,026,301 | 42,752,463 | 1,671,486 | 87,238,830 |
| (e) Mark A. Goldfarb | 1,113,907,450 | 12,717,355 | 1,825,445 | 87,238,830 |
| 2 Ratification of Independent Auditors | 1,203,429,858 | 10,708,029 | 1,551,193 | 0 |
| 3 Advisory Approval of Named Executive Officer Compensation | 1,105,832,316 | 18,222,798 | 4,395,136 | 87,238,830 |
| 4 Approval of Corporate Executive Bonus Plan | 1,108,021,776 | 17,317,856 | 3,110,618 | 87,238,830 |
| 5 Stockholder Proposal on Political Contributions | 254,098,712 | 708,098,326 | 166,252,712 | 87,239,330 |
| 6 Stockholder Proposal on Lobbying Payments | 240,666,818 | 719,148,051 | 168,634,881 | 87,239,330 |
| 7 Stockholder Proposal on Annual Disclosure of EEO-1 Data | 200,871,854 | 751,500,173 | 176,078,223 | 87,238,830 |
| 8 Stockholder Proposal on Accelerated Vesting Upon Change in Control | 339,160,546 | 786,784,349 | 2,504,855 | 87,239,330 |
| 9 Stockholder Proposal on Vote Tabulation | 54,811,270 | 1,068,777,508 | 4,861,472 | 87,238,830 |

Signature(s)

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.

THE CHARLES SCHWAB CORPORATION

Date: May 19, 2015 By: /s/ Joseph R. Martinetto
Joseph R. Martinetto
Executive Vice President and Chief Financial Officer
