

WestRock Co
Form 8-K/A
April 24, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: (Date of earliest event reported): April 21, 2017

WestRock Company

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(Exact name of registrant as specified in charter)

Delaware **001-37484** 47-3335141
(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification No.)
of Incorporation)

501 South 5th Street, Richmond, VA 23219
(Address of principal executive offices) (Zip Code)

(804) 444-1000

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

This current report on Form 8-K/A (the “Amendment”) amends the current report on Form 8-K filed by WestRock Company with the U.S. Securities and Exchange Commission on January 30, 2017 (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of WestRock’s annual meeting of stockholders held on January 27, 2017 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose WestRock’s decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation of its named executive officers (“say on pay”). No other changes have been made to the Original Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

(d)

At the Annual Meeting, stockholders cast over a majority of votes in favor of holding future say on pay votes on an annual basis. WestRock’s board of directors had recommended a vote for annual frequency of say on pay votes. In light of the stockholder vote, WestRock’s board of directors has determined that WestRock will hold future say on pay votes on an annual basis until the next advisory vote on the frequency of say on pay votes occurs. The next advisory vote regarding the frequency of say on pay votes is required to occur no later than WestRock’s 2023 annual meeting of stockholders.

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.

WESTROCK COMPANY
(Registrant)

Date: April 24, 2017 By: /s/ Robert B. McIntosh
Robert B. McIntosh
Executive Vice-President,
General Counsel and
Secretary