

Edgar Filing: MERITOR INC - Form 8-K

MERITOR INC  
Form 8-K  
January 28, 2019  
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): January 24, 2019

**MERITOR, INC.**

(Exact name of registrant as specified in its charter)

Indiana	1-15983	38-3354643
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)
2135 West Maple Road		
<u>Troy, Michigan</u>		
(Address of principal executive offices)		

48084-7186

(Zip code)

Registrant's telephone number, including area code: (248) 435-1000

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

The Company held its 2019 Annual Meeting of Shareholders on January 24, 2019. At the meeting, the following matters were voted on and received the number of votes in favor, votes withheld or against, abstentions (if applicable) and broker non-votes as set forth below:

- (i) Election of directors: The following individuals were elected to the Board of Directors, with terms expiring at the Annual Meeting of Shareholders in 2022. Voting results were as follows:

Name of Nominee	For	Withheld	Broker Non-Votes
Ivor J. Evans	65,949,893	1,742,019	6,198,640
William R. Newlin	65,636,139	2,055,773	6,198,640
Thomas L. Pajonas	66,969,395	722,517	6,198,640

- (ii) Approval of executive compensation: The shareholders approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's definitive proxy statement for the 2019 Annual Meeting of Shareholders. Voting results were as follows:

For	Against	Abstain	Broker Non-Votes
65,675,464	1,599,008	417,440	6,198,640

- (iii) Appointment of auditors: The shareholders approved the ratification of the selection by the Audit Committee of the Board of Directors of the firm of Deloitte & Touche LLP as the Company's auditors. Voting results were as follows:

For	Against	Abstain	Broker Non-Votes
72,693,948	1,082,268	114,336	N/A

- (iv) Board declassification: The Company's proposal to amend its Amended and Restated Articles of Incorporation to declassify its Board of Directors failed to receive the approval of shareholders representing at least 80 percent of the voting power of its common stock, which was the approval required to enact the proposed amendments. Voting results were as follows:

For	Against	Abstain	Broker Non-Votes
67,313,367	294,757	131,879	6,150,996

- (v) Shareholder by-law access: The Company's proposal to amend its Amended and Restated Articles of Incorporation to allow shareholders to amend its Amended and Restated By-Laws failed to receive the approval of shareholders representing at least 80 percent of the voting power of its common stock, which was the approval required to enact the proposed amendments. Voting results were as follows:

For	Against	Abstain	Broker Non-Votes
67,435,264	184,052	120,687	6,150,996

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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 hereunto duly authorized.

MERITOR, INC.  
(Registrant)

Date: January 28, 2019

By:

/s/ April Miller Boise  
April Miller Boise  
Senior Vice President, Chief Legal Officer &  
Corporate Secretary