

ECOLAB INC.  
Form 8-K  
May 06, 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) May 5, 2016

ECOLAB INC.

(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-9328<br>(Commission<br>File Number) | 41-0231510<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

|   |                     |
|---|---------------------|
| 370 Wabasha Street North, Saint Paul, Minnesota<br>(Address of principal executive offices) | 55102<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code 1-800-232-6522

(Not applicable)

(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 (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.

Ecolab's Annual Meeting of Stockholders was held on May 5, 2016. A copy of the News Release issued by Ecolab in connection with this report under Item 5.07 is attached as Exhibit (99.1).

At the close of business on March 8, 2016, the record date of the Annual Meeting, the Company had 293,636,755 shares of common stock issued and outstanding. At the Annual Meeting, 89% of the issued and outstanding shares of the Company's common stock were represented in person or by proxy which constituted a majority of the issued and outstanding shares on the record date for the Annual Meeting.

The first proposal voted upon was the election of 15 Directors for a one-year term ending at the annual meeting in 2017. The 15 persons nominated by the Company's Board of Directors received the following votes and were elected:

|                       | For         | Against    | Abstain   | Broker<br>Non-Votes |
|-----------------------|-------------|------------|-----------|---------------------|
| Douglas M. Baker, Jr. | 227,635,927 | 10,828,756 | 2,566,577 | 21,103,210          |
| Barbara J. Beck       | 236,357,288 | 4,188,640  | 485,332   | 21,103,210          |
| Leslie S. Biller      | 234,154,667 | 6,362,905  | 513,688   | 21,103,210          |
| Carl M. Casale        | 235,836,807 | 4,753,129  | 441,324   | 21,103,210          |
| Stephen I. Chazen     | 239,231,689 | 1,280,017  | 519,554   | 21,103,210          |
| Jeffrey M. Ettinger   | 234,885,476 | 5,690,028  | 455,756   | 21,103,210          |
| Jerry A. Grundhofer   | 232,403,371 | 8,192,226  | 435,663   | 21,103,210          |
| Arthur J. Higgins     | 235,832,287 | 4,422,789  | 776,184   | 21,103,210          |
| Michael Larson        | 233,157,194 | 7,440,399  | 433,667   | 21,103,210          |
| Jerry W. Levin        | 219,120,235 | 21,444,420 | 466,605   | 21,103,210          |
| David W. MacLennan    | 237,799,744 | 2,763,776  | 467,740   | 21,103,210          |
| Tracy B. McKibben     | 239,772,910 | 786,548    | 471,802   | 21,103,210          |
| Victoria J. Reich     | 239,866,720 | 711,796    | 452,744   | 21,103,210          |
| Suzanne M. Vautrinot  | 239,851,695 | 726,000    | 453,565   | 21,103,210          |
| John J. Zillmer       | 234,439,943 | 6,036,765  | 554,552   | 21,103,210          |

The second proposal voted upon was the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31,

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2016. The proposal received the following votes and was approved:

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 257,887,898 | 3,732,993 | 513,579 | 0                |

The third proposal was to approve an amendment to the Ecolab Inc. 2001 Non-Employee Director Stock Option and Deffered Compensation Plan. The proposal received the following votes and was approved:

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 232,336,465 | 8,060,696 | 634,099 | 21,103,210       |

The fourth proposal was an advisory vote to approve the compensation of the executives disclosed in the Proxy Statement. The proposal received the following votes and was approved:

| For         | Against   | Abstain   | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 230,417,918 | 7,571,180 | 3,042,162 | 21,103,210       |

The fifth proposal was a stockholder proposal regarding proxy access. The proposal received the following votes and was not approved:

| For        | Against     | Abstain   | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 67,612,117 | 171,555,798 | 1,863,345 | 21,103,210       |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

(99.1)Ecolab Inc. News Release dated May 5, 2016.

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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.

ECOLAB INC.

Date: May 6, 2016 By: /s/ David F. Duvick  
David F. Duvick  
Assistant Secretary

EXHIBIT INDEX

| Exhibit No. | Description                                 | Method Of Filing               |
|-------------|---|--------------------------------|
| (99.1)      | Ecolab Inc. News Release dated May 5, 2016. | Filed herewith electronically. |