

DARLING INGREDIENTS INC.  
Form 8-K  
May 10, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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)

DARLING  
INGREDIENTS  
INC.  
(Exact Name of  
Registrant as  
Specified in  
Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-13323 36-2495346  
(Commission (IRS Employer  
File Number) Identification No.)

251  
O'CONNOR  
RIDGE  
BLVD., 75038  
SUITE 300,  
IRVING,  
TEXAS

(Address  
of  
Principal (Zip Code)  
Executive  
Offices)

Registrant's (972) 717-0300  
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 (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))

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.

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

At the annual meeting of stockholders of Darling Ingredients Inc. (the "Company") held on May 8, 2018, the stockholders elected the Company's Board of Directors and voted upon two Board proposals contained within the Company's Proxy Statement dated March 28, 2018.

The Board nominees were elected with the following vote:

| Nominee           | For         | Against   | Abstentions | Broker<br>Non-Votes |
|-------------------|-------------|-----------|-------------|---------------------|
| Randall C. Stuewe | 143,350,953 | 4,538,386 | 1,979,713   | 5,251,484           |
| Charles Adair     | 148,961,328 | 898,804   | 8,920       | 5,251,484           |
| D. Eugene Ewing   | 149,095,040 | 763,542   | 10,470      | 5,251,484           |
| Linda Goodspeed   | 148,658,475 | 1,201,859 | 8,718       | 5,251,484           |
| Dirk Kloosterboer | 149,327,615 | 533,170   | 8,267       | 5,251,484           |
| Mary R. Korby     | 147,193,899 | 2,665,119 | 10,034      | 5,251,484           |
| Cynthia Pharr Lee | 147,443,064 | 2,360,243 | 65,745      | 5,251,484           |
| Charles Macaluso  | 144,015,574 | 3,873,582 | 1,979,896   | 5,251,484           |
| Gary W. Mize      | 147,497,853 | 2,362,029 | 9,170       | 5,251,484           |
| Michael E. Rescoe | 149,333,182 | 500,101   | 35,769      | 5,251,484           |

The stockholders voted on the following proposals and cast their votes as described below:

Board proposal to ratify the selection of KPMG LLP, independent registered public accounting firm, as the Company's independent registered public accountant for the fiscal year ending December 29, 2018:

| For         | Against   | Abstentions | Broker<br>Non-Votes |
|-------------|-----------|-------------|---------------------|
| 150,111,629 | 4,978,926 | 29,981      | —                   |

Board proposal to approve, on an advisory basis, the Company's executive compensation:

| For         | Against   | Abstentions | Broker<br>Non-Votes |
|-------------|-----------|-------------|---------------------|
| 145,480,339 | 4,329,551 | 59,162      | 5,251,484           |

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.

DARLING INGREDIENTS INC.

Date: May 10, 2018 By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President and  
General Counsel