AbbVie Inc.
Form 8-K
May 10, 2016

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION 

Washington, D. C. 20549

## FORM 8-K

## ABBVIE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of Incorporation)

001-35565
(Commission File Number)
32-0375147
(IRS Employer Identification No.)

1 North Waukegan Road<br>North Chicago, Illinois 60064-6400<br>(Address of principal executive offices) (Zip 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:
o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o 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.

AbbVie Inc. ( AbbVie ) held its Annual Meeting of Stockholders on May 6, 2016. The following is a summary of the matters voted on at that meeting.
(1) The stockholders elected AbbVie s Class I Directors with terms expiring in 2019, as follows:

| Name | For | Withheld | Broker Non-Votes |
| :--- | ---: | ---: | ---: |
| William H.L. Burnside | $1,096,503,500$ | $27,564,642$ | $252,971,981$ |
| Brett J. Hart | $1,114,820,916$ | $9,247,226$ | $252,971,981$ |
| Edward J. Rapp | $1,100,224,431$ | $23,843,711$ | $252,971,981$ |

(2) The stockholders ratified the appointment of Ernst \& Young LLP as AbbVie s independent registered public accounting firm for 2016, as follows:

| For | Against |
| :---: | :---: |
| $1,340,179,406$ | $33,985,696$ | Abstain | $2,875,021$ |
| :--- |

(3) The stockholders approved, on an advisory basis, the compensation of AbbVie s named executive officers listed in the proxy statement for the 2016 annual meeting, as follows:

| For | Against | Abstain | Broker Non-Votes |
| :--- | ---: | ---: | ---: |
| $1,060,483,805$ | $56,453,483$ | $7,130,854$ | $252,971,981$ |

(4) The stockholders did not approve the management proposal regarding the annual election of directors, as follows:

| For | Against | Abstain | Broker Non-Votes |
| :--- | ---: | ---: | ---: |
| $1,113,543,016$ | $5,999,908$ | $4,525,218$ | $252,971,981$ |

(5) The stockholders approved the material terms of performance goals under the AbbVie Performance Incentive Plan, as follows:

| For | Against | Abstain | Broker Non-Votes |
| :--- | :---: | ---: | ---: |
| $1,089,198,311$ | $28,289,479$ | $6,580,352$ | $252,971,981$ |

(6) The stockholders did not approve a stockholder proposal regarding a drug disposal report, as follows:

| For | Against | Abstain | Broker Non-Votes |
| :---: | :---: | :---: | ---: |
| $71,469,196$ | $880,815,791$ | $171,783,155$ | $252,971,981$ |

(7) The stockholders did not approve a stockholder proposal regarding a lobbying report, as follows:

| For | Against | Abstain | Broker Non-Votes |
| :---: | :---: | :---: | ---: |
|  | $284,683,921$ | $683,454,925$ | $155,929,296$ |

## 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.

ABBVIE INC.<br>Date: May 10, 2016<br>By:<br>/s/ Laura J. Schumacher<br>Laura J. Schumacher<br>Executive Vice President, External Affairs,<br>General Counsel, and Corporate Secretary

