

C H ROBINSON WORLDWIDE INC
Form 8-K
May 16, 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 12, 2016

C.H. ROBINSON WORLDWIDE, INC.
(Exact name of registrant as specified in its charter)

Commission File Number: 000-23189

Delaware
(State or other jurisdiction
of incorporation)

41-1883630
(IRS Employer
Identification No.)

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14701 Charlson Road, Eden Prairie, MN 55347

(Address of principal executive offices, including zip code)

(952) 937-8500

(Registrant's telephone number, including area code)

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:

- .. 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 the Matters to a Vote of Security Holders

The C.H. Robinson Worldwide, Inc. (the Company) 2016 Annual Meeting of Shareholders was held on May 12, 2016 in Eden Prairie, Minnesota (2016 Annual Meeting). The number of outstanding shares on the record date for the 2016 Annual Meeting was 146,120,984. At the 2016 Annual Meeting, 128,526,823 shares, or approximately 88 percent of the outstanding shares, were represented in person or by proxy. At the 2016 Annual Meeting, the shareholders of the Company: (1) elected each of the nine director nominees set forth below to serve one-year terms, expiring at the Company's 2017 Annual Meeting of Shareholders; (2) approved, on a non-binding advisory basis, the compensation of the Company's Named Executive Officers; (3) approved an amendment to and restatement of the Company's 2013 Equity Incentive Plan, and (4) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The results of the matters voted upon by the shareholders are as follows:

| | Number of Shares | | | Broker Non-Vote |
|---|------------------|------------|-----------|--------------------|
| | For | Against | Abstain | |
| Election of Directors | | | | |
| Scott P. Anderson | 100,913,535 | 3,128,873 | 254,929 | 24,229,486 |
| Robert Ezrilov | 101,184,447 | 2,858,424 | 254,466 | 24,229,486 |
| Wayne M. Fortun | 100,654,012 | 3,386,216 | 257,109 | 24,229,486 |
| Mary J. Steele Guilfoile | 102,556,574 | 1,462,384 | 278,379 | 24,229,486 |
| Jodee A. Kozlak | 101,941,652 | 2,077,306 | 278,379 | 24,229,486 |
| ReBecca Koenig Roloff | 101,345,903 | 2,699,036 | 252,398 | 24,229,486 |
| Brian P. Short | 94,067,847 | 9,973,865 | 255,625 | 24,229,486 |
| James B. Stake | 102,755,997 | 1,283,955 | 257,385 | 24,229,486 |
| John P. Wiehoff | 98,296,388 | 5,435,081 | 565,868 | 24,229,486 |
| Approval, on a non-binding basis, of the compensation of the Company's Named Executive Officers | 87,522,385 | 11,424,680 | 5,350,272 | 24,229,486 |
| Approval of the amendment to and restatement of the Company's 2013 Equity Incentive Plan | 92,854,226 | 11,199,988 | 243,123 | 24,229,486 |
| Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered auditors for the fiscal year ending December 31, 2016 | 1,126,858,242 | 1,467,375 | 201,206 | |

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.

C.H. ROBINSON WORLDWIDE, INC.

By: /s/ Ben G. Campbell
Ben G. Campbell

Chief Legal Officer and Secretary
Date: May 16, 2016