

AMGEN INC
Form 8-K
May 22, 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)

May 22, 2018

AMGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37702
(Commission

File Number)

95-3540776
(IRS Employer

Identification No.)

One Amgen Center Drive

Thousand Oaks, California
(Address of principal executive offices)
805-447-1000

91320-1799
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(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))
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.

The Company held its Annual Meeting on May 22, 2018. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Item 1 - Election of Directors

Each of the following 13 nominees for director were elected to serve a one-year term expiring at the Company's 2019 annual meeting of stockholders and until his or her successor is elected and qualified, or until his or her earlier retirement, resignation, disqualification, removal or death.

| Name | Votes For | Votes Against | Abstain | Broker Non-Votes |
|----------------------------|------------------|----------------------|----------------|-------------------------|
| Dr. Wanda M. Austin | 503,998,322 | 1,532,975 | 1,723,098 | 94,370,662 |
| Mr. Robert A. Bradway | 482,683,636 | 20,533,009 | 4,037,750 | 94,370,662 |
| Dr. Brian J. Druker | 503,925,059 | 1,533,025 | 1,796,311 | 94,370,662 |
| Mr. Robert A. Eckert | 501,741,752 | 3,699,625 | 1,813,018 | 94,370,662 |
| Mr. Greg C. Garland | 476,663,767 | 28,167,830 | 2,422,798 | 94,370,662 |
| Mr. Fred Hassan | 500,457,465 | 4,980,779 | 1,816,151 | 94,370,662 |
| Dr. Rebecca M. Henderson | 504,038,046 | 1,495,588 | 1,720,761 | 94,370,662 |
| Mr. Frank C. Herringer | 495,141,239 | 10,256,977 | 1,856,179 | 94,370,662 |
| Mr. Charles M. Holley, Jr. | 503,698,630 | 1,693,900 | 1,861,865 | 94,370,662 |
| Dr. Tyler Jacks | 503,383,287 | 2,095,894 | 1,775,214 | 94,370,662 |
| Ms. Ellen J. Kullman | 501,410,925 | 4,122,120 | 1,721,350 | 94,370,662 |
| Dr. Ronald D. Sugar | 500,052,710 | 5,358,047 | 1,843,638 | 94,370,662 |
| Dr. R. Sanders Williams | 502,911,983 | 2,505,438 | 1,836,974 | 94,370,662 |

Item 2 - Advisory Vote to Approve Our Executive Compensation

The advisory vote to approve our executive compensation was approved.

| | |
|-------------------|-------------|
| For: | 479,909,273 |
| Against: | 24,226,081 |
| Abstain: | 3,119,041 |
| Broker Non-Votes: | 94,370,662 |

Item 3 - Ratification of Selection of Independent Registered Public Accountants

Ernst & Young LLP was ratified as the Company's independent registered public accountants for the fiscal year ending December 31, 2018. No Broker Non-Votes resulted from the vote on this proposal.

| | |
|----------|-------------|
| For: | 588,359,686 |
| Against: | 11,221,423 |
| Abstain: | 2,043,948 |

Item 4 - Stockholder Proposal

The stockholder proposal for an annual report on the extent to which risks related to public concern over drug pricing strategies are integrated into our executive incentive compensation was not approved.

| | |
|-------------------|-------------|
| For: | 129,536,872 |
| Against: | 371,541,053 |
| Abstain: | 6,176,470 |
| Broker Non-Votes: | 94,370,662 |

No other matters were submitted for stockholder action.

A copy of the press release announcing the vote results is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated May 22, 2018

EXHIBIT INDEX

| Exhibit No. | Document Description |
|------------------------|--|
| 99.1 | <u>Press Release, dated May 22, 2018</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMGEN INC.

Date: May 22, 2018

By: /s/ Jonathan P. Graham
Name: Jonathan P. Graham
Title: Senior Vice President, General Counsel and
Secretary