

EXXON MOBIL CORP
Form 8-K
May 31, 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 25, 2016

Exxon Mobil Corporation

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

5959 LAS COLINAS BOULEVARD, IRVING, TEXAS 75039-2298

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(972) 444-1000**

(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 Matters to a Vote of Security Holders

(a)

ExxonMobil held its Annual Meeting of Shareholders on May 25, 2016, at which the matters set forth below in response to Item 5.07(b) were submitted to a vote of security holders. Percentages are based on the total votes cast. Under the corporate law of New Jersey, where ExxonMobil is incorporated, abstentions are not votes cast.

(b)

The shareholders elected each of the Board's fourteen director nominees as set forth below:

| | Nominees | Votes Cast For | % For | Votes Withheld | Broker Non-Votes |
|--|------------------------|-----------------------|--------------|-----------------------|-------------------------|
| | Michael J. Boskin | 2,526,641,149 | 95.3 | 124,775,901 | 876,419,363 |
| | Peter Brabeck-Letmathe | 2,600,165,318 | 98.1 | 51,257,128 | 876,419,363 |
| | Angela F. Braly | 2,614,830,498 | 98.6 | 36,580,226 | 876,419,363 |
| | Ursula M. Burns | 2,523,058,199 | 95.2 | 128,359,980 | 876,419,363 |
| | Larry R. Faulkner | 2,616,379,493 | 98.7 | 35,020,381 | 876,419,363 |
| | Jay S. Fishman | 2,338,224,020 | 88.2 | 313,198,791 | 876,419,363 |
| | Henrietta H. Fore | 2,570,564,924 | 97.0 | 80,860,029 | 876,419,363 |
| | Kenneth C. Frazier | 2,386,942,652 | 90.0 | 264,486,575 | 876,419,363 |
| | Douglas R. Oberhelman | 2,620,172,803 | 98.8 | 31,253,929 | 876,419,363 |
| | Samuel J. Palmisano | 2,537,101,727 | 95.7 | 114,329,069 | 876,419,463 |
| | Steven S Reinemund | 2,602,787,888 | 98.2 | 48,645,457 | 876,419,363 |
| | Rex W. Tillerson | 2,540,597,312 | 95.8 | 110,835,116 | 876,419,363 |
| | William C. Weldon | 2,539,159,666 | 95.8 | 112,265,730 | 876,419,363 |
| | Darren W. Woods | 2,572,171,018 | 97.0 | 79,264,326 | 876,419,363 |

The shareholders voted as set forth below on two management proposals:

Ratification of Independent Auditors:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 3,474,870,677 | 98.9% | |
| Votes Cast Against: | 37,135,132 | 1.1% | |
| Abstentions: | 15,826,456 | | |
| Broker Non-Votes: | 0 | | |

Advisory Vote to Approve Executive Compensation:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 2,337,567,863 | 89.3% | |
| Votes Cast Against: | 281,359,290 | 10.7% | |
| Abstentions: | 32,495,533 | | |
| Broker Non-Votes: | 876,419,363 | | |

The shareholders voted as set forth below on eleven shareholder proposals:

Independent Chairman:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 1,016,520,103 | 38.7% | |
| Votes Cast Against: | 1,607,389,769 | 61.3% | |
| Abstentions: | 27,398,779 | | |
| Broker Non-Votes: | 876,419,363 | | |

Climate Expert on Board:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 511,885,966 | 20.9% | |
| Votes Cast Against: | 1,936,261,955 | 79.1% | |
| Abstentions: | 203,189,426 | | |
| Broker Non-Votes: | 876,419,363 | | |

Hire an Investment Bank:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 52,182,670 | 2.0% | |
| Votes Cast Against: | 2,565,209,975 | 98.0% | |
| Abstentions: | 33,947,869 | | |
| Broker Non-Votes: | 876,419,363 | | |

Proxy Access Bylaw:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 1,619,590,918 | 61.9% | |
| Votes Cast Against: | 997,617,863 | 38.1% | |
| Abstentions: | 34,134,583 | | |
| Broker Non-Votes: | 876,419,363 | | |

Report on Compensation for Women:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 214,624,206 | 8.4% | |
| Votes Cast Against: | 2,326,124,368 | 91.6% | |

| | | | | |
|--|-------------------|-------------|--|--|
| | Abstentions: | 110,658,129 | | |
| | Broker Non-Votes: | 876,419,363 | | |

Report on Lobbying:

| | | | | |
|--|---------------------|---------------|-------|--|
| | Votes Cast For: | 659,400,916 | 25.7% | |
| | Votes Cast Against: | 1,901,762,795 | 74.3% | |
| | Abstentions: | 90,245,355 | | |
| | Broker Non-Votes: | 876,419,363 | | |

Increase Capital Distributions:

| | | | | |
|--|---------------------|---------------|-------|--|
| | Votes Cast For: | 103,289,460 | 4.1% | |
| | Votes Cast Against: | 2,432,463,366 | 95.9% | |
| | Abstentions: | 115,642,398 | | |
| | Broker Non-Votes: | 876,419,363 | | |

Policy to Limit Global Warming to 2°C:

| | | | | |
|--|---------------------|---------------|-------|--|
| | Votes Cast For: | 457,476,560 | 18.5% | |
| | Votes Cast Against: | 2,021,486,394 | 81.5% | |
| | Abstentions: | 172,451,908 | | |
| | Broker Non-Votes: | 876,420,363 | | |

Report on Impacts of Climate Change Policies:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 967,438,328 | 38.1% | |
| Votes Cast Against: | 1,569,414,503 | 61.9% | |
| Abstentions: | 114,559,773 | | |
| Broker Non-Votes: | 876,419,363 | | |

Report Reserve Replacements in BTUs:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 139,286,099 | 5.6% | |
| Votes Cast Against: | 2,369,747,424 | 94.4% | |
| Abstentions: | 142,389,752 | | |
| Broker Non-Votes: | 876,419,363 | | |

Report on Hydraulic Fracturing:

| | | | |
|---------------------|---------------|-------|--|
| Votes Cast For: | 590,551,043 | 24.5% | |
| Votes Cast Against: | 1,817,914,228 | 75.5% | |
| Abstentions: | 242,958,652 | | |
| Broker Non-Votes: | 876,419,363 | | |

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.

| | | | | |
|--------------------|-------------------------|------------------------|--------------------------------|--|
| | EXXON MOBIL CORPORATION | | | |
| | | | | |
| | | | | |
| Date: May 31, 2016 | By: | /s/ DAVID S. ROSENTHAL | | |
| | | ----- | | |
| | | Name: | David S. Rosenthal | |
| | | Title: | Vice President and Controller | |
| | | | (Principal Accounting Officer) | |
| | | | | |
| | | | | |

