

APPLIED MATERIALS INC /DE  
Form 8-K  
March 09, 2018

**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): March 8, 2018**

**Applied Materials, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**3050 Bowers Avenue**

**000-06920**  
**(Commission**  
  
**File Number)**

**94-1655526**  
**(IRS Employer**  
  
**Identification No.)**

**95052-8039**

**P.O. Box 58039**

**Santa Clara, CA**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (408) 727-5555**

**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:

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 Annual Meeting of Shareholders of Applied Materials, Inc. (the Company) was held on March 8, 2018 (the Annual Meeting). At the Annual Meeting, the Company's shareholders cast their votes on five proposals, as set forth below.

**Proposal 1. Election of Directors.**

| Name of Nominee      | For         | Against    | Abstain   | Broker Non-Votes |
|----------------------|-------------|------------|-----------|------------------|
| Judy Bruner          | 757,581,695 | 6,556,131  | 2,101,089 | 135,376,587      |
| Xun (Eric) Chen      | 761,694,364 | 2,382,931  | 2,161,620 | 135,376,587      |
| Aart J. de Geus      | 759,679,051 | 4,377,658  | 2,182,206 | 135,376,587      |
| Gary E. Dickerson    | 760,687,837 | 3,525,282  | 2,025,796 | 135,376,587      |
| Stephen R. Forrest   | 761,493,248 | 2,602,145  | 2,143,522 | 135,376,587      |
| Thomas J. Iannotti   | 746,886,704 | 17,160,928 | 2,191,283 | 135,376,587      |
| Alexander A. Karsner | 760,071,495 | 3,950,354  | 2,217,066 | 135,376,587      |
| Adrianna C. Ma       | 762,372,648 | 1,771,030  | 2,095,237 | 135,376,587      |
| Scott A. McGregor    | 761,475,589 | 2,456,231  | 2,307,095 | 135,376,587      |
| Dennis D. Powell     | 753,670,653 | 10,275,655 | 2,292,607 | 135,376,587      |

Each of the ten nominees was elected to serve as a director for a one-year term and until he or she is succeeded by another qualified director who has been elected, or, if earlier, until his or her death, resignation or removal.

**Proposal 2. Approval, on an Advisory Basis, of the Compensation of the Company's Named Executive Officers for Fiscal Year 2017.**

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 727,959,012 | 28,518,799 | 9,761,104 | 135,376,587      |

The compensation of the Company's named executive officers, as disclosed in the Company's Proxy Statement for the Annual Meeting, was approved on an advisory basis.

**Proposal 3. Ratification of the Appointment of KPMG as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2018.**

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 880,504,026 | 17,804,153     | 3,307,323      |

The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2018 was ratified.

**Proposal 4. Shareholder Proposal to Provide for Right to Act by Written Consent.**

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 366,035,520 | 395,809,666    | 4,393,729      | 135,376,587             |

The shareholder proposal to provide for right to act by written consent was not approved.

**Proposal 5. Shareholder Proposal for Annual Disclosure of EEO-1 Data.**

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 312,047,663 | 399,884,631    | 54,306,621     | 135,376,587             |

The shareholder proposal for annual disclosure of EEO-1 data was not approved.

**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.

Applied Materials, Inc.  
(Registrant)

Dated: March 9, 2018

By: /s/ Thomas F. Larkins  
Thomas F. Larkins  
Senior Vice President, General Counsel  
  
and Corporate Secretary