

TIME WARNER INC.  
Form 8-K  
May 27, 2010

**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 21, 2010**

**TIME WARNER INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-15062

13-4099534

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

One Time Warner Center, New York, New York 10019

(Address of Principal Executive Offices) (Zip Code)

212-484-8000

(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 (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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 21, 2010, the stockholders of Time Warner Inc. (the Company) approved the Time Warner Inc. 2010 Stock Incentive Plan (the 2010 Plan) at the 2010 Annual Meeting of Stockholders (the 2010 Annual Meeting). The Company's Board of Directors had approved the 2010 Plan on March 25, 2010, subject to stockholder approval. The 2010 Plan includes an authorization to issue up to 70 million shares of the Company's common stock, par value \$0.01 per share (Common Stock), pursuant to awards under the 2010 Plan. The 2010 Plan provides for the issuance of various types of stock-based awards to the Company's directors, employees and advisors in the United States and foreign jurisdictions. As of the date hereof, there have been no awards under the 2010 Plan and, therefore, no amounts are payable under the 2010 Plan to the principal executive officer, principal financial officer or any named executive officer.

A description of the 2010 Plan is set forth in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 5, 2010 (the 2010 Proxy Statement) under the caption Company Proposals Proposal Three: Approval of the Time Warner Inc. 2010 Stock Incentive Plan Description of the 2010 Plan. The description of the 2010 Plan is qualified in its entirety by reference to the full text of the 2010 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and which also was included as Annex A to the 2010 Proxy Statement.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the 2010 Annual Meeting, the Company's stockholders approved an amendment to the By-laws of the Company to change the percentage of the Company's outstanding shares of Common Stock required to request that the Board of Directors call a special meeting of stockholders from 25% to 15%. The amendment to the By-laws is described in the 2010 Proxy Statement under the caption Company Proposals Proposal Four: Approval of an Amendment to the Company's By-laws to Provide that Holders of at Least 15% of the Combined Voting Power of the Company's Outstanding Capital Stock May Request a Special Meeting of Stockholders, which is incorporated herein by reference. The amendment to the By-laws became effective on May 21, 2010. The By-laws, as amended, are filed as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The final results of voting on each of the matters submitted to a vote of security holders at the Company's 2010 Annual Meeting on May 21, 2010 are as follows.

|                           | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------------|-------------|----------------|--------------------|-----------------------------|
| 1. Election of Directors: |             |                |                    |                             |
| James L. Barksdale        | 893,228,155 | 16,872,018     | 716,772            | 81,035,698                  |
| William P. Barr           | 886,733,144 | 23,316,874     | 766,927            | 81,035,698                  |
| Jeffrey L. Bewkes         | 879,809,364 | 30,304,468     | 703,113            | 81,035,698                  |
| Stephen F. Bollenbach     | 886,097,774 | 23,970,804     | 748,367            | 81,035,698                  |
| Frank J. Caufield         | 881,833,853 | 28,082,095     | 900,997            | 81,035,698                  |
| Robert C. Clark           | 842,705,827 | 67,339,890     | 771,228            | 81,035,698                  |
| Mathias Döpfner           | 849,158,177 | 60,838,954     | 819,814            | 81,035,698                  |
| Jessica P. Einhorn        | 894,714,131 | 15,381,280     | 721,534            | 81,035,698                  |
| Fred Hassan               | 895,012,411 | 14,985,838     | 818,696            | 81,035,698                  |
| Michael A. Miles          | 811,139,410 | 98,769,586     | 907,949            | 81,035,698                  |
| Kenneth J. Novack         | 827,895,129 | 82,183,341     | 738,475            | 81,035,698                  |
| Deborah C. Wright         | 849,572,239 | 60,507,737     | 736,969            | 81,035,698                  |

Under the Company's By-laws, each of the directors was elected, having received for votes from a majority of the votes duly cast by the holders of

Common Stock with respect to each  
director.

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|    | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |                         |
|----|---|----------------|--------------------|-------------------------|
| 2. |   |                |                    |                         |
|    | 980,915,970   | 10,111,251     | 825,422            |                         |
|    | <p>The selection of Ernst &amp; Young LLP was ratified, having received for votes from a majority of the votes duly cast by the holders of Common Stock.</p>                |                |                    |                         |
|    | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
| 3. |   |                |                    |                         |
|    | 682,369,163   | 226,902,087    | 1,545,695          | 81,035,698              |
|    | <p>Under the Company's By-laws, the adoption of the plan was approved, having received for votes from a majority of the votes duly cast by the holders of Common Stock.</p> |                |                    |                         |
|    | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |                         |
| 4. |   |                |                    |                         |
|    | 944,304,826   | 45,898,554     | 1,649,263          |                         |
|    | <p>Under the Company's By-laws, the amendment was approved, having received for votes from a majority of the outstanding shares of Common Stock.</p>                        |                |                    |                         |
|    | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
| 5. |   |                |                    |                         |
|    | 638,071,878   | 270,679,803    | 2,065,264          | 81,035,698              |
|    | <p>Under the Company's By-laws, the proposal passed, having received for votes from a majority of the votes duly cast by the holders of Common</p>                          |                |                    |                         |

Stock.

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|    |   | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|----|---|-------------|----------------|--------------------|-----------------------------|
| 6. | Stockholder proposal regarding equity retention policy. | 212,040,441 | 694,546,283    | 4,230,221          | 81,035,698                  |

Under the Company's By-laws, the proposal failed, having received for votes from less than a majority of the votes duly cast by the holders of Common Stock.

|    |   | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|----|---|-------------|----------------|--------------------|-----------------------------|
| 7. | Stockholder proposal regarding advisory vote on executive compensation. | 408,751,703 | 477,446,793    | 24,618,449         | 81,035,698                  |

Under the Company's By-laws, the proposal failed, having received for votes from less than a majority of the votes duly cast by the holders of Common Stock.

#### **Item 9.01 Financial Statements and Exhibits.**

##### **Exhibit Description**

- 3.1 By-laws of the Company, as amended through May 21, 2010.
- 10.1 Time Warner Inc. 2010 Stock Incentive Plan.
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**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.

TIME WARNER INC.

By: /s/ Pascal Desroches

Name: Pascal Desroches

Title: Senior Vice President and Controller

Date: May 27, 2010

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**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                       |
|----------------|--|
| 3.1            | By-laws of the Company, as amended through May 21, 2010. |
| 10.1           | Time Warner Inc. 2010 Stock Incentive Plan.              |