

FREEPORT-MCMORAN INC  
Form 8-K  
June 12, 2015

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): June 10, 2015

FREEPORT-McMoRan INC.  
(Exact name of registrant as specified in its charter)

|   |   |  |
|---|---|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-11307-01<br>(Commission<br>File Number) | 74-2480931<br>(I.R.S. Employer Identification No.) |
|---|---|--|

|   |                          |
|---|--------------------------|
| 333 North Central Avenue<br>Phoenix, AZ<br>(Address of principal executive offices) | 85004-4414<br>(Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (602) 366-8100

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

Freeport-McMoRan Inc. (the Company) held its 2015 annual meeting of stockholders on June 10, 2015 in Wilmington, Delaware. At the annual meeting, the Company's stockholders (1) elected each of the sixteen director nominees listed below to serve as a director of the Company for a term that will continue until the next annual meeting of stockholders, (2) approved, on an advisory basis, the compensation of the Company's named executive officers, (3) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year, (4) reapproved the Section 162(m) performance goals under the Company's Amended and Restated Stock Incentive Plan, and (5) approved, on an advisory basis, a stockholder proposal regarding proxy access.

Of the 1,040,044,809 shares of the Company's common stock outstanding as of the record date, 857,761,423 shares were represented at the annual meeting. The Company's independent inspector of elections reported the vote of stockholders as follows:

Proposal 1: Election of sixteen director nominees.

| Name                    | Votes For   | Votes Withheld | Broker Non-Votes |
|-------------------------|-------------|----------------|------------------|
| Richard C. Adkerson     | 637,676,559 | 27,766,691     | 192,318,173      |
| Robert J. Allison, Jr.  | 608,702,076 | 56,741,174     | 192,318,173      |
| Alan R. Buckwalter, III | 620,845,572 | 44,597,678     | 192,318,173      |
| Robert A. Day           | 633,504,402 | 31,938,848     | 192,318,173      |
| James C. Flores         | 539,920,210 | 125,523,040    | 192,318,173      |
| Gerald J. Ford          | 567,092,252 | 98,350,998     | 192,318,173      |
| Thomas A. Fry, III      | 620,780,093 | 44,663,157     | 192,318,173      |
| H. Devon Graham, Jr.    | 607,173,741 | 58,269,509     | 192,318,173      |
| Lydia H. Kennard        | 643,755,151 | 21,688,099     | 192,318,173      |
| Charles C. Krulak       | 613,355,355 | 52,087,895     | 192,318,173      |
| Bobby Lee Lackey        | 585,176,523 | 80,266,727     | 192,318,173      |
| Jon C. Madonna          | 639,939,611 | 25,503,639     | 192,318,173      |
| Dustan E. McCoy         | 595,328,499 | 70,114,751     | 192,318,173      |
| James R. Moffett        | 551,330,992 | 114,112,258    | 192,318,173      |
| Stephen H. Siegele      | 637,588,436 | 27,854,814     | 192,318,173      |
| Frances Fragos Townsend | 619,958,615 | 45,484,635     | 192,318,173      |

Proposal 2: Approval, on an advisory basis, of the compensation of the Company's named executive officers.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 587,783,059 | 71,243,933    | 6,416,258   | 192,318,173      |

Proposal 3: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015.

| Votes For | Votes Against | Abstentions |
|-----------|---------------|-------------|
|-----------|---------------|-------------|

843,720,904

10,820,584

3,219,935

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Proposal 4: Reapproval of the Section 162(m) performance goals under the Company's Amended and Restated Stock Incentive Plan.

| Votes For   | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|-------------|------------------|-------------|---------------------|
| 606,209,708 | 55,715,851       | 3,517,691   | 192,318,173         |

Proposal 5: Approval, on an advisory basis, of a stockholder proposal regarding proxy access.

| Votes For   | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|-------------|------------------|-------------|---------------------|
| 425,900,219 | 230,784,820      | 8,758,211   | 192,318,173         |

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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.

FREEPORT-McMoRan INC.

By: /s/ Kathleen L. Quirk

Kathleen L. Quirk  
Executive Vice President, Chief Financial Officer  
& Treasurer (authorized signatory and  
Principal Financial Officer)

Date: June 12, 2015