

SHERWIN WILLIAMS CO
Form 8-K
April 23, 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): April 18, 2018

The Sherwin-Williams Company
(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

1-04851
(Commission
File Number)

34-0526850
(IRS Employer
Identification No.)

101 West Prospect Avenue

44115

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Cleveland, Ohio
(Address of Principal Executive Offices)
(216) 566-2000

(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:

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 final voting results for the proposals submitted for a vote of shareholders at the Annual Meeting of Shareholders of The Sherwin-Williams Company (Sherwin-Williams) held on April 18, 2018 are set forth below.

Proposal 1. The shareholders fixed the number of directors of Sherwin-Williams Board of Directors at 10 and elected the following 10 nominees as directors of Sherwin-Williams to serve until the next Annual Meeting of Shareholders and until their successors are elected. The voting results for the 10 nominees are as follows:

| Name | For | Against | Abstentions | Broker Non-Votes |
|----------------------|------------|-----------|-------------|------------------|
| Arthur F. Anton | 76,131,462 | 2,137,962 | 249,703 | 7,520,010 |
| David F. Hodnik | 76,741,605 | 1,379,119 | 398,403 | 7,520,010 |
| Richard J. Kramer | 77,789,080 | 439,555 | 290,492 | 7,520,010 |
| Susan J. Kropf | 76,653,479 | 1,632,399 | 233,249 | 7,520,010 |
| John G. Morikis | 76,145,826 | 1,853,020 | 520,281 | 7,520,010 |
| Christine A. Poon | 76,740,205 | 1,538,616 | 240,306 | 7,520,010 |
| John M. Stropki | 77,977,356 | 287,614 | 254,157 | 7,520,010 |
| Michael H. Thaman | 78,026,815 | 239,066 | 253,246 | 7,520,010 |
| Matthew Thornton III | 77,667,225 | 587,475 | 264,427 | 7,520,010 |
| Steven H. Wunning | 77,600,874 | 647,653 | 270,600 | 7,520,010 |

Proposal 2. The shareholders approved, on an advisory basis, the compensation of the named executives. The voting results are as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 74,678,980 | 3,347,817 | 492,188 | 7,520,152 |

Proposal 3. The shareholders approved the ratification of the appointment of Ernst & Young LLP as Sherwin-Williams independent registered public accounting firm for 2018. The voting results are as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 82,818,734 | 2,965,282 | 255,121 | 0 |

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.

THE SHERWIN-WILLIAMS COMPANY

April 23, 2018

By: /s/ Mary L. Garceau
Mary L. Garceau
Senior Vice President, General Counsel and
Secretary