

Motorola Solutions, Inc.
Form 8-K
May 21, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 18, 2015

Motorola Solutions, Inc.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction

of Incorporation)

1-7221
(Commission

File Number)

36-1115800
(IRS Employer

Identification No.)

1303 East Algonquin Road

Schaumburg, Illinois
(Address of Principal Executive Offices)

60196
(Zip Code)

Registrant's telephone number, including area code: (847) 576-5000

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))

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

(e)

As described in Item 5.07 below, Motorola Solutions, Inc. (the "Company") held its 2015 Annual Meeting of Stockholders (the "Annual Meeting") on May 18, 2015. At the Annual Meeting, the Company's stockholders approved the Motorola Solutions Omnibus Incentive Plan of 2015 (the "2015 Plan"), which is an amendment and restatement of the Motorola Solutions Omnibus Incentive Plan of 2006, in order to, among other items, rename the plan and provide for the issuance of 12 million shares plus any shares that become available for future awards through forfeiture, cancellation or cash settlement of outstanding awards (including outstanding awards issued under certain previously approved Company equity incentive plans). The Company's executive officers are eligible to participate in the 2015 Plan. The Company's Board of Directors approved the 2015 Plan on March 9, 2015 subject to stockholder approval at the Annual Meeting. The effective date of the 2015 Plan is May 18, 2015.

A summary of the 2015 Plan is set forth in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on March 31, 2015. That summary and the above description of the 2015 Plan do not purport to be complete and are qualified in their entirety by reference to the 2015 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

The following matters were voted on at the Company's Annual Meeting:

1. The election of the following directors, who will serve until their respective successors are elected and qualified or until their earlier death or resignation:

| Director | For | Against | Abstain | Broker non-votes |
|---------------------|-------------|------------|-----------|------------------|
| Gregory Q. Brown | 162,403,123 | 5,135,266 | 1,130,958 | 17,278,826 |
| Kenneth C. Dahlberg | 166,544,287 | 1,668,423 | 456,637 | 17,278,826 |
| Michael V. Hayden | 163,907,461 | 4,303,810 | 458,076 | 17,278,826 |
| Clayton M. Jones | 166,832,390 | 1,380,805 | 456,152 | 17,278,826 |
| Judy C. Lewent | 167,453,295 | 762,964 | 453,088 | 17,278,826 |
| Anne R. Pramaggiore | 163,968,866 | 4,246,851 | 453,630 | 17,278,826 |
| Samuel C. Scott III | 136,205,053 | 32,002,490 | 461,804 | 17,278,826 |
| Bradley E. Singer | 166,552,011 | 1,659,948 | 457,388 | 17,278,826 |

2. The stockholders approved, on an advisory (non-binding) basis, the Company's executive compensation, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 164,217,227 | 3,874,076 | 578,044 | 17,278,826 |

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3. As noted in Item 5.02(e) above, the stockholders approved the Motorola Solutions Omnibus Incentive Plan of 2015 by the votes set forth in the table below:

| | | | |
|-------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 163,269,931 | 4,876,737 | 522,679 | 17,278,826 |

4. The stockholders approved the amendment and restatement of the Motorola Solutions Employee Stock Purchase Plan of 1999 by the votes set forth in the table below:

| | | | |
|-------------|---------|-----------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 166,831,068 | 748,805 | 1,089,474 | 17,278,826 |

5. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2015 was ratified by the stockholders, by the votes set forth in the table below:

| | | | |
|-------------|---------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 184,467,489 | 942,774 | 537,910 | n/a |

6. A stockholder proposal on lobbying disclosure was defeated by the stockholders, by the votes set forth in the table below.

| | | | |
|------------|-------------|------------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 41,018,014 | 108,316,630 | 19,334,703 | 17,278,826 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Motorola Solutions Omnibus Incentive Plan of 2015, effective May 18, 2015 (an amendment and restatement of the Motorola Solutions Omnibus Incentive Plan of 2006). |

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.

MOTOROLA SOLUTIONS, INC.

(Registrant)

Dated: May 21, 2015

By: /s/ Michelle M. Warner

Name: Michelle M. Warner

Title: Corporate Vice President, Deputy General

Counsel and Secretary

EXHIBIT INDEX

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