

MCDERMOTT INTERNATIONAL INC

Form 8-K

September 26, 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): September 26, 2018**

**McDermott International, Inc.**

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

**REPUBLIC OF PANAMA**  
**(State or other jurisdiction**

**of incorporation)**

**001-08430**  
**(Commission**

**File Number)**

**72-0593134**  
**(IRS Employer**

**Identification No.)**

**757 N. Eldridge Parkway Houston, Texas**  
**(Address of principal executive offices)**

**77079**  
**(Zip Code)**

**Registrant's Telephone Number, including Area Code: (281) 870-5000**

**(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 as defined in Rule 405 of the

Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.*****Results of Annual Meeting of Stockholders***

We held our Annual Meeting of Stockholders (the Annual Meeting ) on Wednesday, September 26, 2018, in London, England. Set forth below are the final voting results on each matter submitted to a vote of stockholders at the Annual Meeting. Each proposal is described in more detail in our Proxy Statement for the Annual Meeting dated August 10, 2018.

Proposal 1: The stockholders elected each of the eleven director nominees to our Board of Directors for a term extending until our 2019 Annual Meeting of Stockholders, with the voting results as follows:

| <b>Nominee</b>           | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------|-----------------------|-------------------------|
| Forbes I. J. Alexander   | 119,675,443      | 1,607,711             | 38,134,649              |
| Philippe Barril          | 119,245,274      | 2,037,880             | 38,134,649              |
| John F. Bookout, III     | 117,200,328      | 4,082,826             | 38,134,649              |
| David Dickson            | 119,373,033      | 1,910,121             | 38,134,649              |
| L. Richard Flury         | 109,565,196      | 11,717,958            | 38,134,649              |
| W. Craig Kissel          | 109,924,445      | 11,358,709            | 38,134,649              |
| Gary P. Luquette         | 117,444,288      | 3,838,866             | 38,134,649              |
| James H. Miller          | 119,649,640      | 1,633,514             | 38,134,649              |
| William H. Schumann, III | 119,259,161      | 2,023,993             | 38,134,649              |
| Mary L. Shafer-Malicki   | 119,324,241      | 1,958,913             | 38,134,649              |
| Marsha C. Williams       | 109,051,475      | 12,231,679            | 38,134,649              |

Proposal 2: The stockholders approved the advisory vote on executive compensation, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 117,205,565 | 3,657,747      | 419,842            | 38,134,649              |

Proposal 3: The stockholders ratified the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2018, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |
|-------------|----------------|--------------------|
| 157,591,939 | 1,525,107      | 300,757            |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

EXHIBIT INDEX

99.1 Press Release dated September 26, 2018.

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 thereunto duly authorized.

MCDERMOTT INTERNATIONAL, INC.

By: /s/ Stuart Spence  
Stuart Spence  
Executive Vice President and Chief Financial  
Officer

September 26, 2018