

KBR, INC.
Form 8-K
May 19, 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): May 14, 2015

KBR, INC.

(Exact name of registrant as specified in its charter)

| | | |
|-----------------|-------------|----------------|
| Delaware | 1-33146 | 20-4536774 |
| (State or other | (Commission | (IRS |
| jurisdiction | File | Employer |
| | Number) | |
| of | | Identification |
| incorporation) | | No.) |

601 Jefferson Street
Suite 3400
Houston, Texas 77002
(Address of principal executive offices)

Registrant's telephone number, including area code: (713) 753-3011

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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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.

The final results of voting on each of the matters submitted to a vote of security holders during the Company's annual meeting of stockholders held on May 14, 2015, are as follows:

| Proposal | For | Withheld | Broker non-votes |
|---------------------------|-------------|------------|------------------|
| 1. Election of Directors: | | | |
| Mark E. Baldwin | 112,214,425 | 1,368,037 | 15,016,490 |
| James R. Blackwell | 97,976,939 | 15,605,523 | 15,016,490 |
| Stuart J. B. Bradie | 112,200,247 | 1,382,215 | 15,016,490 |
| Loren K. Carroll | 105,935,054 | 7,647,408 | 15,016,490 |
| Jeffrey E. Curtiss | 110,499,481 | 3,082,981 | 15,016,490 |
| Umberto della Sala | 110,509,017 | 3,073,445 | 15,016,490 |
| Lester L. Lyles | 111,821,045 | 1,761,417 | 15,016,490 |
| Jack B. Moore | 108,475,112 | 5,107,350 | 15,016,490 |
| Richard J. Slater | 107,132,226 | 6,450,236 | 15,016,490 |

Under the Company's Bylaws, each of the directors was elected, having received a majority of the shares of common stock cast in person or represented by proxy at the annual meeting.

| Proposal | For | Against | Abstentions | Broker non-votes |
|---|-------------|-----------|-------------|------------------|
| 2. Ratification of KPMG LLP as independent registered public accounting firm for the Company for the year ending December 31, 2015. | 126,555,884 | 1,675,297 | 367,771 | 15,016,490 |

Under the Company's Bylaws, the selection of KPMG LLP was ratified, having been approved by the vote of holders of a majority of the shares of common stock present in person or represented by proxy at the meeting and entitled to vote.

| Proposal | For | Against | Abstentions | Broker non-votes |
|---|------------|------------|-------------|------------------|
| 3. Advisory vote to approve the compensation of our Named Executive Officers as disclosed in the proxy statement. | 90,059,306 | 23,098,305 | 424,851 | 15,016,490 |

Under the Company's Bylaws, the advisory vote was in favor of approval of our executive compensation, having been approved by the vote of the holders of a majority of the shares of common stock present in person or represented by proxy at the meeting and entitled to vote.

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.

KBR, INC.

Date: May 19, 2015

By:

/s/ Adam M. Kramer
Adam M. Kramer
Assistant Corporate Secretary