

AMGEN INC  
Form 8-K  
May 20, 2016

**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 19, 2016**

**AMGEN INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-37702**  
(Commission File Number)

**95-3540776**  
(IRS Employer  
Identification No.)

**One Amgen Center Drive**  
**Thousand Oaks, California**  
(Address of principal executive  
offices)

**91320-1799**  
(Zip Code)

**805-447-1000**

(Registrant's telephone number, including area code)

**N/A**

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(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 (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 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting on May 19, 2016. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

**Item 1 - Election of Directors**

Each of the following 13 nominees for director were elected to serve a one-year term expiring at the Company's 2017 annual meeting of stockholders and until his or her successor is elected and qualified, or until his or her earlier retirement, resignation, disqualification, removal or death.

| <b><u>Name</u></b>        | <b><u>Votes For</u></b> | <b><u>Votes Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
|---------------------------|-------------------------|-----------------------------|-----------------------|--------------------------------|
| Dr. David Baltimore       | 572,667,041             | 11,816,532                  | 873,734               | 82,748,533                     |
| Mr. Frank J. Biondi, Jr.  | 570,371,594             | 14,049,140                  | 936,573               | 82,748,533                     |
| Mr. Robert A. Bradway     | 555,016,175             | 24,586,112                  | 5,755,021             | 82,748,533                     |
| Mr. François de Carbonnel | 579,902,691             | 3,061,399                   | 2,393,217             | 82,748,533                     |
| Mr. Robert A. Eckert      | 581,028,352             | 3,375,561                   | 953,394               | 82,748,533                     |
| Mr. Greg C. Garland       | 571,930,824             | 12,467,261                  | 959,222               | 82,748,533                     |
| Mr. Fred Hassan           | 578,198,604             | 6,204,974                   | 953,730               | 82,748,533                     |
| Dr. Rebecca M. Henderson  | 580,191,699             | 2,899,140                   | 2,266,468             | 82,748,533                     |
| Mr. Frank C. Herring      | 576,630,107             | 7,795,152                   | 932,048               | 82,748,533                     |
| Dr. Tyler Jacks           | 580,074,899             | 4,376,060                   | 906,348               | 82,748,533                     |
| Ms. Judith C. Pelham      | 574,790,440             | 9,751,026                   | 815,841               | 82,748,533                     |
| Dr. Ronald D. Sugar       | 575,822,411             | 8,639,800                   | 895,096               | 82,748,533                     |
| Dr. R. Sanders Williams   | 580,055,013             | 4,428,538                   | 873,757               | 82,748,533                     |

**Item 2 - Ratification of Selection of Independent Registered Public Accountants**

Ernst & Young LLP was ratified as the Company's independent registered public accountants for the fiscal year ending December 31, 2016. No Broker Non-Votes resulted from the vote on this proposal.

|          |             |
|----------|-------------|
| For:     | 657,695,146 |
| Against: | 8,974,699   |
| Abstain: | 1,435,996   |

**Item 3 - Advisory Vote to Approve Our Executive Compensation**

The advisory vote to approve our executive compensation was approved.

|                   |             |
|-------------------|-------------|
| For:              | 565,511,840 |
| Against:          | 17,766,367  |
| Abstain:          | 2,079,101   |
| Broker Non-Votes: | 82,748,533  |



Item 4 Stockholder Proposal

The stockholder proposal to change the voting standard applicable to non-binding proposals submitted by stockholders was not approved.

|                   |             |
|-------------------|-------------|
| For:              | 38,258,319  |
| Against:          | 543,777,178 |
| Abstain:          | 3,321,811   |
| Broker Non-Votes: | 82,748,533  |

No other matters were submitted for stockholder action.

A copy of the press release announcing the vote results is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release, dated May 19, 2016

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMGEN INC.

Date: May 19, 2016

By: /s/ Jonathan P. Graham  
Name: Jonathan P. Graham  
Title: Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

**Exhibit**

**No.**

**Document Description**

99.1

Press Release, dated May 19, 2016