

EXPEDITORS INTERNATIONAL OF WASHINGTON INC

Form 8-K

May 09, 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: May 9, 2018

(Date of earliest event reported)

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

(Exact name of registrant as specified in its charter)

Washington

000-13468

91-1069248

(State or other jurisdiction of (Commission File No.) (IRS Employer
incorporation or organization) Identification Number)

1015 Third Avenue, 12th Floor, Seattle, Washington 98104

(Address of principal executive
offices)

(Zip Code)

(206) 674-3400

(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 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.

At the annual meeting of shareholders (the “Annual Meeting”) of Expeditors International of Washington, Inc. (the “Company”) held on May 8, 2018, the shareholders of the Company: (1) elected each of the ten director nominees set forth below; (2) approved an advisory vote on the compensation of the Company's Named Executive Officers; (3) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018; (4) did not approve a shareholder proposal to link executive compensation to sustainability performance; and (5) did not approve a shareholder proposal to enhance shareholder proxy access. No other business was transacted at the meeting.

The final voting results of each of the proposals submitted to a vote of the shareholders of the Company at the Annual Meeting are set forth below.

- (1) Election of the following ten directors, each to serve until the next annual meeting of shareholders or until the election or qualification of his or her successor:

| | Number of Shares | | | |
|--------------------|------------------|---------------|---------|------------------|
| | Voted For | Voted Against | Abstain | Broker Non-Votes |
| Robert R. Wright | 145,181,988 | 666,533 | 282,707 | 12,944,294 |
| Glenn M. Alger | 145,508,637 | 513,426 | 109,165 | 12,944,294 |
| James M. DuBois | 145,319,385 | 506,929 | 304,914 | 12,944,294 |
| Mark A. Emmert | 143,464,697 | 2,590,407 | 76,124 | 12,944,294 |
| Diane H. Gulyas | 144,362,256 | 1,668,968 | 100,004 | 12,944,294 |
| Richard B. McCune | 145,286,304 | 539,256 | 305,668 | 12,944,294 |
| Alain Monié | 132,795,910 | 13,029,771 | 305,547 | 12,944,294 |
| Jeffrey S. Musser | 145,509,865 | 513,016 | 108,347 | 12,944,294 |
| Liane J. Pelletier | 145,333,394 | 722,754 | 75,080 | 12,944,294 |
| Tay Yoshitani | 143,910,830 | 2,145,720 | 74,678 | 12,944,294 |

- (2) Advisory vote to approve Named Executive Officer compensation:

| Number of Shares | | | | |
|------------------|---------------|---------|------------|-----------|
| Voted For | Voted Against | Abstain | Broker | Non-Votes |
| 140,426,641 | 5,526,218 | 178,074 | 12,944,589 | |

- (3) Ratification of independent registered public accounting firm for the year ending December 31, 2018:

| Number of Shares | | | | |
|------------------|---------------|---------|--------|-----------|
| Voted For | Voted Against | Abstain | Broker | Non-Votes |
| 156,212,805 | 2,759,064 | 103,653 | — | |

- (4) Shareholder proposal: link executive compensation to sustainability performance:

| Number of Shares | | | | |
|------------------|---------------|---------|------------|-----------|
| Voted For | Voted Against | Abstain | Broker | Non-Votes |
| 26,245,813 | 119,248,619 | 636,501 | 12,944,589 | |

- (5) Shareholder proposal: enhanced shareholder proxy access:

| Number of Shares | | | | |
|------------------|---------------|---------|------------|-----------|
| Voted For | Voted Against | Abstain | Broker | Non-Votes |
| 44,523,913 | 101,426,265 | 180,715 | 12,944,629 | |

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.

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.
(Registrant)

Date: May 9, 2018 By: /s/ Benjamin G. Clark
Benjamin G. Clark
Senior Vice President, General Counsel and Corporate
Secretary