

PRAXAIR INC  
Form 8-K  
April 30, 2012

**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) April 24, 2012**

**PRAXAIR, INC.**

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

**DELAWARE**

**(State or Other jurisdiction of incorporation)**

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**1-11037**  
(Commission

**06-124-9050**  
(IRS Employer

File Number)

Identification No.)

**39 OLD RIDGEBURY ROAD, DANBURY, CT**  
(Address of principal executive offices)

**06810-5113**  
(Zip Code)

**(203) 837-2000**

(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))

**ITEM 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

The Annual Meeting of Shareholders of Praxair, Inc. was held on April 24, 2012 (the Annual Meeting). At the Annual Meeting, shareholders voted upon the items set forth below under Item 5.07, and approved amendments to Praxair's Restated Certificate of Incorporation, which became effective on April 27, 2012, when they were filed with the Secretary of State of the State of Delaware. In particular, Articles V and VI of Praxair's Restated Certificate of Incorporation were amended to, among other things, permit holders of 25% or more of Praxair's outstanding common stock to have special meetings of shareholders called, subject to certain bylaw provisions. In addition, amendments to Praxair's Amended and Restated Bylaws (Bylaws) previously approved by the Board of Directors, became effective concurrently with the effectiveness of the amendments to the Restated Certificate of Incorporation. In particular, Article I of the Bylaws was amended to, among other things, provide certain procedural and other requirements related to the ability of shareholders to have special meetings of shareholders called. The foregoing descriptions of the amendments to Praxair's Restated Certificate of Incorporation and Bylaws are qualified in their entirety by reference to the full texts of Praxair's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws that are filed as Exhibit 3.1 and 3.2, respectively, to this Form 8-K and incorporated herein by reference. In addition, a more complete description of the amendments to the Restated Certificate of Incorporation and Bylaws is set forth in Praxair's Definitive Proxy Statement dated March 14, 2012 filed with the SEC.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

The total number of shares that were present or represented by proxy at the Annual Meeting was 262,614,112 which was 88% of the shares outstanding and entitled to vote and which constituted a quorum. The final voting results of the items submitted to a vote of the shareholders are set forth below.

**Proposal 1**

The eleven nominees for election as a director were elected to serve until the 2013 annual meeting of shareholders, and until his or her successor is elected and qualified. The vote results were as follows, with each nominee having received at least 90.5% of the votes cast for his or her election:

| Director Nominees  | Votes For   | Votes Withheld | Broker Non-Votes |
|--------------------|-------------|----------------|------------------|
| Stephen F. Angel   | 238,717,871 | 5,354,533      | 18,541,708       |
| Oscar Bernardes    | 221,207,915 | 22,864,489     | 18,541,708       |
| Bret K. Clayton    | 243,284,393 | 788,011        | 18,541,708       |
| Nance K. Dicciani  | 239,624,956 | 4,447,448      | 18,541,708       |
| Edward G. Galante  | 239,417,549 | 4,654,855      | 18,541,708       |
| Claire W. Gargalli | 242,063,435 | 2,008,969      | 18,541,708       |
| Ira D. Hall        | 243,311,123 | 761,281        | 18,541,708       |
| Raymond W. LeBoeuf | 241,634,574 | 2,437,830      | 18,541,708       |
| Larry D. McVay     | 243,409,902 | 662,502        | 18,541,708       |
| Wayne T. Smith     | 238,013,700 | 6,058,704      | 18,541,708       |
| Robert L. Wood     | 239,379,412 | 4,692,992      | 18,541,708       |

**Proposal 2**

Shareholders approved amendments to Praxair's Restated Certificate of Incorporation to permit holders of 25% or more of its outstanding common stock to have special meetings of shareholders called, by the votes set forth below.

| Shares Voted For                  | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-----------------------------------|----------------------|------------------|------------------|
| 243,230,837                       |                      |                  |                  |
| (81.5% of the shares outstanding) | 653,524              | 188,037          | 18,541,714       |

**Proposal 3**

Shareholders approved, on an advisory and non-binding basis, the compensation of Praxair's Named Executive Officers as disclosed in the 2012 Proxy Statement, by the votes set forth below.

| Shares Voted For      | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-----------------------|----------------------|------------------|------------------|
| 231,244,912           |                      |                  |                  |
| (94.7% of votes cast) | 11,507,541           | 1,319,940        | 18,541,719       |

**Proposal 4**

Shareholders rejected a shareholder proposal regarding electioneering policies and contributions, by the votes set forth below.

| Shares Voted For     | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|----------------------|----------------------|------------------|------------------|
| 10,498,549           |                      |                  |                  |
| (4.3% of votes cast) | 206,953,960          | 26,619,884       | 18,541,719       |

**Proposal 5**

Shareholders ratified the appointment of PricewaterhouseCoopers LLP as the independent auditor, by the votes set forth below.

| Shares Voted For      | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-----------------------|----------------------|------------------|------------------|
| 260,453,404           |                      |                  |                  |
| (99.2% of votes cast) | 1,933,164            | 227,544          | 0                |

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                                                          |
|------------------------|---------------------------------------------------------------------------------------------|
| 3.1                    | Amended and Restated Certificate of Incorporation of Praxair, Inc. effective April 27, 2012 |
| 3.2                    | Amended and Restated Bylaws of Praxair, Inc. effective April 27, 2012                       |

**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.

PRAXAIR, INC.

Registrant

Date: April 30, 2012

By: /s/ James T. Breedlove  
James T. Breedlove  
Senior Vice President, General Counsel and Secretary

Exhibits Index

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