

Motorola Solutions, Inc.  
Form 8-K  
May 17, 2017

**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 15, 2017**

**Motorola Solutions, Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of Incorporation)**

**1-7221**  
**(Commission File Number)**

**36-1115800**  
**(IRS Employer Identification No.)**

**500 West Monroe**

**Chicago, Illinois**  
**(Address of Principal Executive Offices)**

**60661**  
**(Zip Code)**

Registrant's telephone number, including area code: **(847) 576-5000**

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))

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) 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.**

The following matters were voted on at the Company's Annual Meeting:

1. The election of the following directors, who will serve until their respective successors are elected and qualified or until their earlier death or resignation:

| <b>Director</b>     | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|---------------------|-------------|----------------|----------------|-------------------------|
| Gregory Q. Brown    | 123,387,666 | 4,557,336      | 1,234,302      | 16,604,139              |
| Kenneth D. Denman   | 127,836,817 | 1,237,712      | 104,775        | 16,604,139              |
| Egon P. Durban      | 105,371,128 | 23,705,316     | 102,860        | 16,604,139              |
| Clayton M. Jones    | 128,782,270 | 293,630        | 103,404        | 16,604,139              |
| Judy C. Lewent      | 128,590,101 | 490,033        | 99,170         | 16,604,139              |
| Gregory K. Mondre   | 105,607,303 | 23,466,160     | 105,841        | 16,604,139              |
| Anne R. Pramaggiore | 127,810,070 | 1,270,162      | 99,072         | 16,604,139              |
| Samuel C. Scott III | 123,894,615 | 5,179,935      | 104,754        | 16,604,139              |
| Joseph M. Tucci     | 111,680,924 | 17,392,957     | 105,423        | 16,604,139              |

2. The stockholders approved, on an advisory (non-binding) basis, the Company's executive compensation, by the votes set forth in the table below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 123,492,206 | 5,488,767      | 198,331        | 16,604,139              |

3. The stockholders approved, on an advisory (non-binding) basis, the holding of an advisory (non-binding) vote on executive compensation on an annual basis, by the votes set forth in the table below:

| <b>One-Year</b>       | <b>Two-Year</b>       | <b>Three-Year</b>     | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------|-----------------------|-----------------------|----------------|-------------------------|
| <b>Frequency Vote</b> | <b>Frequency Vote</b> | <b>Frequency Vote</b> |                |                         |
| 111,817,727           | 152,526               | 17,072,746            | 136,305        | 16,604,139              |

Based upon these results, the Board of Directors determined to hold an annual advisory vote on executive compensation.

4. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2016 was ratified by the stockholders, by the votes set forth in the table below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 143,780,242 | 1,851,213      | 151,998        | n/a                     |

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5. A stockholder proposal on lobbying disclosure was defeated by the stockholders, by the votes set forth in the table below.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 42,328,703 | 84,769,273     | 2,081,328      | 16,604,139              |

6. A stockholder proposal on recruitment in global supply chains was defeated by the stockholders, by the votes set forth in the table below.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 15,114,094 | 111,387,815    | 2,677,395      | 16,604,139              |

**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.

MOTOROLA SOLUTIONS, INC.

(Registrant)

Dated: May 17, 2017

By: /s/ Kristin L. Kruska

Name: Kristin L. Kruska

Title: Corporate Vice President and Secretary