

EXXON MOBIL CORP  
Form 8-K  
June 06, 2017

**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 31, 2017

**Exxon Mobil Corporation**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**5959 LAS COLINAS BOULEVARD, IRVING, TEXAS 75039-2298**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(972) 444-1000**

(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) 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.

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Item 5.07 Submission of Matters to a Vote of Security Holders

(a)

ExxonMobil held its Annual Meeting of Shareholders on May 31, 2017, at which the matters set forth below in response to Item 5.07(b) were submitted to a vote of security holders. Percentages are based on the total votes cast. Under the corporate law of New Jersey, where ExxonMobil is incorporated, abstentions are not votes cast.

(b)

The shareholders elected each of the Board's eleven director nominees as set forth below:

	Nominees	Votes Cast For	% For	Votes Withheld	Broker Non-Votes
	Susan K. Avery	2,716,814,951	98.5	42,739,700	872,741,998
	Michael J. Boskin	2,635,099,386	95.5	124,451,237	872,741,998
	Angela F. Braly	2,701,529,091	97.9	58,016,635	872,741,998
	Ursula M. Burns	2,709,078,231	98.2	50,465,534	872,741,998
	Henrietta H. Fore	2,660,532,672	96.4	99,021,114	872,741,998
	Kenneth C. Frazier	2,000,271,324	72.5	759,284,464	872,741,998
	Douglas R. Oberhelman	2,711,912,273	98.3	47,628,124	872,741,998
	Samuel J. Palmisano	2,642,950,437	95.8	116,588,365	872,741,998
	Steven S Reinemund	2,158,150,103	78.2	601,404,705	872,741,998
	William C. Weldon	2,663,715,107	96.5	95,840,083	872,741,998
	Darren W. Woods	2,639,128,189	95.6	120,428,210	872,741,998

The shareholders voted as set forth below on three management proposals:

**Ratification of Independent Auditors:**

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	Votes Cast For:	3,546,882,671	98.2%	
	Votes Cast Against:	65,046,308	1.8%	
	Abstentions:	20,217,475		
	Broker Non-Votes:	0		

**Advisory Vote to Approve Executive Compensation:**

	Votes Cast For:	1,868,351,125	68.5%	
	Votes Cast Against:	859,270,572	31.5%	
	Abstentions:	31,917,568		
	Broker Non-Votes:	872,741,998		

**Frequency of Advisory Vote on Executive Compensation:**

	Votes Cast for 1 Year:	2,414,661,290	88.2%	
	Votes Cast for 2 Years:	20,404,158	0.8%	
	Votes Cast for 3 Years:	302,037,602	11.0%	
	Abstentions:	22,367,498		
	Broker Non-Votes:	872,741,998		

The shareholders voted as set forth below on nine shareholder proposals:

**Independent Chairman:**

	Votes Cast For:	1,046,894,002	38.3%	
	Votes Cast Against:	1,685,240,603	61.7%	
	Abstentions:	27,341,560		
	Broker Non-Votes:	872,741,998		

**Majority Vote for Directors:**

	Votes Cast For:	1,250,287,504	45.8%	
	Votes Cast Against:	1,478,003,257	54.2%	
	Abstentions:	31,184,806		
	Broker Non-Votes:	872,741,998		

**Special Shareholder Meetings:**

	Votes Cast For:	1,092,151,788	40.1%	
	Votes Cast Against:	1,630,409,441	59.9%	
	Abstentions:	36,920,873		
	Broker Non-Votes:	872,741,998		

**Restrict Precatory Proposals:**

	Votes Cast For:	42,236,692	1.6%	
	Votes Cast Against:	2,680,700,324	98.4%	
	Abstentions:	36,525,004		
	Broker Non-Votes:	872,741,998		

**Report on Compensation for Women:**

	Votes Cast For:	211,703,584	7.9%	
	Votes Cast Against:	2,461,189,465	92.1%	
	Abstentions:	86,606,856		
	Broker Non-Votes:	872,741,998		

**Report on Lobbying:**

	Votes Cast For:	749,907,049	27.5%	
	Votes Cast Against:	1,972,541,558	72.5%	
	Abstentions:	37,048,522		
	Broker Non-Votes:	872,741,998		

**Increase Capital Distributions in Lieu of Investment:**

	Votes Cast For:	103,502,343	3.8%	
	Votes Cast Against:	2,609,747,605	96.2%	
	Abstentions:	46,248,456		
	Broker Non-Votes:	872,741,998		

**Report on Impacts of Climate Change Policies:**

	Votes Cast For:	1,673,974,439	62.1%	
	Votes Cast Against:	1,020,603,226	37.9%	
	Abstentions:	64,926,757		
	Broker Non-Votes:	872,741,998		

**Report on Methane Emissions:**

	Votes Cast For:	1,042,362,479	38.7%	
	Votes Cast Against:	1,651,596,600	61.3%	
	Abstentions:	65,537,658		
	Broker Non-Votes:	872,741,998		

(d)

ExxonMobil will include an advisory vote on executive compensation in its proxy materials annually until the next required vote on the frequency of shareholder votes on the compensation of executives.



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.

	EXXON MOBIL CORPORATION			
Date: June 6, 2017	By:	/s/ DAVID S. ROSENTHAL		
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		Name:	David S. Rosenthal	
		Title:	Vice President and Controller	
			(Principal Accounting Officer)	

