

HARLEY DAVIDSON INC
Form 8-K
April 30, 2014

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 26, 2014

Harley-Davidson, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Wisconsin (State or other jurisdiction of incorporation) | 1-9183 (Commission File Number) | 39-1382325 (IRS Employer Identification No.) |
| 3700 West Juneau Avenue, Milwaukee, Wisconsin 53208 (Address of principal executive offices, including zip code) | | |
| (414) 342-4680 (Registrant's telephone number, including area code) | | |
| Not Applicable (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 5.07. Submission of Matters to a Vote of Security Holders.

The 2014 annual meeting of the shareholders (the “Annual Meeting”) of Harley-Davidson, Inc. (the “Company”) was held April 26, 2014. At the Annual Meeting, shareholders elected the following directors for terms expiring in 2015 by the votes indicated:

| | Shares Voted in Favor of | Shares Withholding Authority | Broker Non- Votes |
|----------------------|-----------------------------|---------------------------------|----------------------|
| Barry K. Allen | 164,374,490 | 2,756,686 | 22,297,717 |
| R. John Anderson | 165,815,811 | 1,315,365 | 22,297,717 |
| Richard I. Beattie | 162,729,992 | 4,401,184 | 22,297,717 |
| Michael J. Cave | 165,348,474 | 1,782,702 | 22,297,717 |
| George H. Conrades | 163,715,395 | 3,415,781 | 22,297,717 |
| Donald A. James | 163,064,252 | 4,066,924 | 22,297,717 |
| Sara L. Levinson | 164,400,783 | 2,730,393 | 22,297,717 |
| N. Thomas Linebarger | 165,329,313 | 1,801,863 | 22,297,717 |
| George L. Miles, Jr. | 133,814,040 | 33,317,136 | 22,297,717 |
| James A. Norling | 163,528,549 | 3,602,627 | 22,297,717 |
| Keith E. Wandell | 161,144,461 | 5,986,715 | 22,297,717 |
| Jochen Zeitz | 165,309,744 | 1,821,432 | 22,297,717 |

The following reflects the voting results for matters other than the election of directors brought for vote at the Annual Meeting:

| | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|---|------------------|-------------------------|-------------|---------------------|
| Approval of the Harley-Davidson, Inc. 2014 Incentive Stock Plan | 146,831,331 | 19,525,015 | 774,830 | 22,297,717 |
| Approval, by advisory vote, of the compensation of the Company's Named Executive Officers | 162,176,823 | 3,607,167 | 1,347,186 | 22,297,717 |
| Ratification of Ernst & Young LLP as the Company's independent auditors | 177,847,608 | 10,831,069 | 750,216 | ---- |
| Approval of a Shareholder Proposal regarding majority voting | 89,293,613 | 76,796,185 | 1,041,378 | 22,297,717 |

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.

HARLEY-DAVIDSON, INC.

Date: April 30, 2014

By: /s/ Stephen W. Boettinger
Stephen W. Boettinger
Assistant Secretary