

ALASKA AIR GROUP, INC.
Form 8-K
May 08, 2018

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

May 8, 2018
(Date of earliest event reported)

ALASKA AIR GROUP, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-8957 91-1292054
(Commission File Number) (IRS Employer Identification No.)

19300 International Boulevard, Seattle, Washington 98188
(Address of Principal Executive Offices) (Zip Code)

(206) 392-5040
(Registrant's Telephone Number, Including Area Code)

(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 (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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

☐ 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.

(a) Alaska Air Group, Inc.'s (the "Company") Annual Meeting of Stockholders was held on May 3, 2018.

(b) At the Annual Meeting, all 11 director nominees were elected for one-year terms expiring on the date of the Annual Meeting in 2019. The results of the voting with respect to the election of directors were as follows:

Proposal 1. Election of nominees for the Board of Directors:

| Board Nominees | For | Against | Abstain | Broker Non Votes |
|---------------------|------------|------------|---------|------------------|
| Patricia M. Bedient | 93,059,173 | 1,264,420 | 109,926 | 16,803,431 |
| James A. Beer | 94,134,685 | 202,948 | 95,886 | 16,803,431 |
| Marion C. Blakey | 94,132,514 | 219,253 | 81,752 | 16,803,431 |
| Phyllis J. Campbell | 92,927,452 | 1,394,121 | 111,946 | 16,803,431 |
| Raymond L. Conner | 94,129,638 | 208,760 | 95,121 | 16,803,431 |
| Dhiren R. Fonseca | 94,105,217 | 223,495 | 104,807 | 16,803,431 |
| Susan J. Li | 94,090,937 | 244,321 | 98,261 | 16,803,431 |
| Helvi K. Sandvik | 94,114,886 | 228,024 | 90,609 | 16,803,431 |
| J. Kenneth Thompson | 92,406,606 | 1,911,427 | 115,486 | 16,803,431 |
| Bradley D. Tilden | 93,398,323 | 943,659 | 91,537 | 16,803,431 |
| Eric K. Yeaman | 83,402,716 | 10,909,491 | 121,312 | 16,803,431 |

The results of voting on Proposals 2 through 4 were as follows:

Proposal 2. A board proposal seeking an advisory vote to approve the compensation of the Company's Named Executive Officers:

| | Number of Votes |
|------------------|-----------------|
| For | 92,431,145 |
| Against | 1,805,920 |
| Abstain | 196,454 |
| Broker Non-votes | 16,803,431 |

Proposal 3. A board proposal seeking ratification of the appointment of KPMG LLP as the Company's independent registered public accountants for fiscal year 2018:

| | Number of Votes |
|---------|-----------------|
| For | 109,523,580 |
| Against | 1,359,873 |
| Abstain | 353,497 |

Proposal 4. A shareholder proposal regarding changes to the Company's proxy access bylaw:

| | Number of Votes |
|------------------|-----------------|
| For | 28,307,117 |
| Against | 65,604,567 |
| Abstain | 521,835 |
| Broker Non-votes | 16,803,431 |

ITEM 8.01 Other Events.

On May 4, 2018, the Company's Board of Directors made the following appointments, effective immediately:

Ms. Susan J. Li was appointed to the Audit Committee of the Company's Board of Directors.

Ms. Marion C. Blakey was appointed as chair of, and Mr. Raymond L. Conner was appointed to serve on, the Compensation and Leadership Development Committee of the Company's Board of Directors.

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 thereunto duly authorized.

ALASKA AIR GROUP, INC.

Registrant

Date: May 8, 2018

/s/ Kyle B. Levine

Kyle B. Levine

Vice President Legal, General Counsel and Corporate Secretary