

CONOCOPHILLIPS
Form 8-K
May 11, 2016

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 11, 2016 (May 10, 2016)**

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-32395
(Commission
File Number)

01-0562944
(I.R.S. Employer
Identification No.)

600 North Dairy Ashford
Houston, Texas 77079
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(281) 293-1000**

n/a

(Former name or former address, if changed since last report)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07

Submission of Matters to a Vote of Security Holders.

ConocoPhillips held its annual meeting of stockholders on May 10, 2016. The results of the matters submitted to a vote of the stockholders at the meeting are set forth below.

ELECTION OF DIRECTORS

All 11 nominated directors were elected to serve a one-year term.

| | Number of Shares | | | |
|------------------------|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | Broker Nonvotes |
| Richard L. Armitage | 813,017,384 | 12,349,002 | 2,948,663 | 262,597,460 |
| Richard H. Auchinleck | 789,917,733 | 35,520,358 | 2,876,958 | 262,597,460 |
| Charles E. Bunch | 762,728,976 | 62,604,061 | 2,982,012 | 262,597,460 |
| James E. Copeland, Jr. | 812,254,929 | 13,096,993 | 2,963,127 | 262,597,460 |
| John V. Faraci | 812,050,037 | 13,174,114 | 3,090,898 | 262,597,460 |
| Jody L. Freeman | 795,807,909 | 29,602,847 | 2,904,293 | 262,597,460 |
| Gay Huey Evans | 811,319,827 | 13,965,560 | 3,029,662 | 262,597,460 |
| Ryan M. Lance | 795,729,511 | 25,742,671 | 6,842,867 | 262,597,460 |
| Arjun N. Murti | 814,934,460 | 10,292,145 | 3,088,444 | 262,597,460 |
| Robert A. Niblock | 795,691,440 | 29,653,254 | 2,970,355 | 262,597,460 |
| Harald J. Norvik | 795,994,854 | 29,325,763 | 2,994,432 | 262,597,460 |

RATIFICATION OF AUDITORS

The ratification of the appointment of Ernst & Young LLP as ConocoPhillips independent registered public accounting firm for 2016 was approved.

| | Number of Shares | | | |
|--|------------------|---------------|-------------|-----------------|
| | Voted For | Voted Against | Abstentions | Broker Nonvotes |
| Ratification of Appointment of Ernst & Young LLP as ConocoPhillips Independent Registered Public Accounting Firm | 1,075,622,869 | 11,725,687 | 3,563,953 | |

ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

The advisory approval of the compensation of our Named Executive Officers was approved.

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| | Voted For | Voted Against | Number of Shares Abstentions | Broker Nonvotes |
|--|------------------|----------------------|---|------------------------|
| Advisory Approval of the Compensation of our Named Executive Officers | 687,848,074 | 131,332,156 | 9,134,819 | 262,597,460 |

STOCKHOLDER PROPOSAL: REPORT ON LOBBYING EXPENDITURES

A stockholder proposal for the Company to publish an annual report disclosing expenditures for direct and indirect lobbying and grassroots lobbying was not approved.

| | Voted For | Number of Shares | | Broker Nonvotes |
|---------------------------------|-------------|------------------|-------------|-----------------|
| | | Voted Against | Abstentions | |
| Report on Lobbying Expenditures | 170,525,262 | 517,910,203 | 139,879,584 | 262,597,460 |

STOCKHOLDER PROPOSAL: PARTIAL DEFERRAL OF ANNUAL BONUS BASED ON RESERVES METRICS

A stockholder proposal for the Company to defer partial payment of annual incentive programs for executives based on reserves metrics for a period of five years, adjusting the remainder to reflect reserves performance during the deferral period was not approved.

| | Voted For | Number of Shares | | Broker Nonvotes |
|--|------------|------------------|-------------|-----------------|
| | | Voted Against | Abstentions | |
| Partial Deferral of Annual Bonus Based on Reserves Metrics | 54,750,540 | 738,343,952 | 35,220,557 | 262,597,460 |

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.

CONOCOPHILLIPS

May 11, 2016

/s/ Janet Langford Carrig
Janet Langford Carrig
Senior Vice President, Legal,
General Counsel and Corporate Secretary