

GENERAL DYNAMICS CORP
Form 8-K
May 06, 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 6, 2016 (May 4, 2016)

GENERAL DYNAMICS CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction)

1-3671
(Commission)

13-1673581
(IRS Employer)

of Incorporation)

File Number)

Identification No.)

**2941 Fairview Park Drive, Suite 100, Falls Church,
Virginia**

22042-4513

(Address of Principal Executive Offices)

(Zip Code)

(703) 876-3000

(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 voting results for matters submitted to the company's shareholders for consideration at the Annual Meeting held on May 4, 2016, are set forth below.

In an uncontested election, each of the following nominees was elected to the Board of Directors according to the following votes:

| | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|-----------|-----------|------------------|
| Mary T. Barra | 260,685,091 | 3,421,739 | 239,265 | 21,132,194 |
| Nicholas D. Chabraja | 261,587,801 | 2,531,766 | 226,528 | 21,132,194 |
| James S. Crown | 257,636,822 | 5,555,168 | 1,154,105 | 21,132,194 |
| Rudy F. deLeon | 260,774,775 | 3,292,718 | 278,602 | 21,132,194 |
| William P. Fricks | 259,775,687 | 4,310,512 | 259,896 | 21,132,194 |
| John M. Keane | 261,818,996 | 2,254,777 | 272,322 | 21,132,194 |
| Lester L. Lyles | 260,889,578 | 2,304,267 | 1,152,250 | 21,132,194 |
| Mark M. Malcolm | 263,673,474 | 391,348 | 281,273 | 21,132,194 |
| James N. Mattis | 261,797,812 | 1,378,272 | 1,170,011 | 21,132,194 |
| Phebe N. Novakovic | 260,341,408 | 2,773,762 | 1,230,925 | 21,132,194 |
| William A. Osborn | 260,728,242 | 3,320,750 | 297,103 | 21,132,194 |
| Laura J. Schumacher | 259,868,632 | 3,313,126 | 1,164,337 | 21,132,194 |

The results of voting on Proposals 2 through 5 (as numbered in the company's 2016 Proxy Statement) were as follows:

Proposal 2. Shareholders approved the selection of KPMG LLP as the company's independent auditors for 2016.

| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|-----------|---------|------------------|
| Approval of KPMG as Independent Auditors | 283,807,428 | 1,478,505 | 192,356 | |

Proposal 3. Shareholders approved, on an advisory basis, the compensation paid to the company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and contained in the 2016 Proxy Statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

| | For | Against | Abstain | Broker Non-Votes |
|---|-------------|------------|---------|------------------|
| Advisory Vote to approve Executive Compensation | 239,561,553 | 23,995,713 | 788,829 | 21,132,194 |

Proposal 4. Shareholders approved the General Dynamics Corporation Executive Annual Incentive Plan (the Annual Incentive Plan).

| | For | Against | Abstain | Broker Non-Votes |
|---------------------------------------|-------------|------------|---------|------------------|
| Approval of the Annual Incentive Plan | 240,639,797 | 22,968,027 | 738,271 | 21,132,194 |

Proposal 5. Shareholders rejected a shareholder proposal requesting that the board adopt a general payout policy that gives preference to share repurchases.

| | For | Against | Abstain | Broker Non-Votes |
|---|-----------|-------------|-----------|------------------|
| Shareholder Proposal to adopt a General Payout Policy | 1,542,104 | 261,611,361 | 1,192,630 | 21,132,194 |

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.

GENERAL DYNAMICS CORPORATION

by /s/ Gregory S. Gallopoulos
Gregory S. Gallopoulos

Senior Vice President, General Counsel
and Secretary

(Authorized Officer)

Dated: May 6, 2016