

FLUOR CORP  
Form 8-K  
May 02, 2014

**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**

Date of Report (Date of earliest event reported): **May 1, 2014**

**FLUOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-16129**  
(Commission File Number)

**33-0927079**  
(IRS Employer Identification  
Number)

**6700 Las Colinas Blvd.**  
**Irving, Texas**  
(Address of principal executive offices)

**75039**  
(Zip Code)

**(469) 398-7000**

(Registrant's telephone number, including area code)

**Not Applicable**

## Edgar Filing: FLUOR CORP - Form 8-K

(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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) (b) On May 1, 2014, at the Fluor Corporation ( Fluor ) annual meeting of stockholders (the Annual Meeting ), Fluor s stockholders (i) elected Peter K. Barker, Alan M. Bennett, Rosemary T. Berkery, Peter J. Fluor, James T. Hackett, Deborah D. McWhinney, Dean R. O Hare, Armando J. Olivera, Joseph W. Prueher, Matthew K. Rose, David T. Seaton, Nader H. Sultan and Lynn C. Swann to the Board of Directors to serve until the 2015 annual meeting of stockholders and until their successors are duly elected and qualified; (ii) approved, on an advisory basis, the compensation of Fluor s named executives, as described in the 2014 Proxy Statement, as filed with the Securities and Exchange Commission on March 11, 2014 (the 2014 Proxy Statement ); (iii) approved the Fluor Corporation 2014 Restricted Stock Plan for Non-Employee Directors; (iv) ratified the appointment of Ernst & Young LLP as independent registered public accounting firm for the year ending December 31, 2014; and (v) rejected a stockholder proposal that the chairman be an independent director.

The final voting results for the thirteen director nominees described in the 2014 Proxy Statement were as follows:

| Director Nominee     | For         | Against    | Abstain | Broker Non-Votes |
|----------------------|-------------|------------|---------|------------------|
| Peter K. Barker      | 117,688,063 | 1,581,366  | 226,389 | 13,498,709       |
| Alan M. Bennett      | 118,250,531 | 1,018,542  | 226,745 | 13,498,709       |
| Rosemary T. Berkery  | 115,423,653 | 3,845,521  | 226,644 | 13,498,709       |
| Peter J. Fluor       | 92,836,122  | 26,433,383 | 226,313 | 13,498,709       |
| James T. Hackett     | 117,091,759 | 2,176,425  | 227,634 | 13,498,709       |
| Deborah D. McWhinney | 118,819,890 | 424,934    | 250,994 | 13,498,709       |
| Dean R. O Hare       | 102,276,630 | 16,992,629 | 226,559 | 13,498,709       |
| Armando J. Olivera   | 118,880,084 | 389,460    | 226,274 | 13,498,709       |
| Joseph W. Prueher    | 117,033,570 | 2,234,490  | 227,758 | 13,498,709       |
| Matthew K. Rose      | 117,947,506 | 1,295,665  | 252,647 | 13,498,709       |
| David T. Seaton      | 115,955,463 | 3,140,370  | 399,985 | 13,498,709       |
| Nader H. Sultan      | 117,692,371 | 1,580,409  | 223,038 | 13,498,709       |
| Lynn C. Swann        | 117,785,233 | 1,503,478  | 207,107 | 13,498,709       |

The final voting results for proposals 2, 3, 4 and 5 described in the 2014 Proxy Statement were as follows:

| Proposal  | For         | Against    | Abstain   | Broker Non-Votes |
|---|-------------|------------|-----------|------------------|
| Advisory vote to approve Fluor s named executive compensation           | 114,378,655 | 2,957,325  | 2,159,838 | 13,498,709       |
| Fluor Corporation 2014 Restricted Stock Plan for Non-Employee Directors | 113,988,787 | 3,732,370  | 1,774,661 | 13,498,709       |
| Ratification of appointment of Ernst & Young LLP                        | 130,254,240 | 2,382,106  | 358,181   | 0                |
| Stockholder Proposal  | 37,289,512  | 80,493,980 | 1,712,326 | 13,498,709       |

**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.

May 2, 2014

**FLUOR CORPORATION**

By: */s/ Carlos M. Hernandez*  
Carlos M. Hernandez  
Senior Vice President, Chief Legal Officer and  
Secretary