

SYSCO CORP  
Form 8-K  
November 17, 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): **November 16, 2016**

**Sysco Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-06544**  
**(Commission File Number)**

**1390 Enclave Parkway, Houston, TX 77077-2099**

**74-1648137**  
**(IRS Employer**

**Identification No.)**

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**(Address of principal executive office) (zip code)**

Registrant's telephone number, including area code: **(281) 584-1390**

**N/A**

**(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))

**SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT****ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

At the Company's 2016 Annual Meeting of Stockholders (the Annual Meeting) held on November 16, 2016, Sysco's stockholders elected each of the Company's director nominees, who had been nominated to serve until the Company's 2017 Annual Meeting of Stockholders. Daniel J. Brutto was re-elected with 99.55% of the votes cast, John M. Cassaday was re-elected with 95.69% of the votes cast, Judith B. Craven was re-elected with 97.09% of the votes cast, William J. DeLaney was re-elected with 99.02% of the votes cast, Joshua D. Frank was re-elected with 98.23% of the votes cast, Larry C. Glasscock was re-elected with 98.32% of the votes cast, Jonathan Golden was re-elected with 88.38% of the votes cast, Bradley M. Halverson was re-elected with 99.52% of the votes cast, Hans-Joachim Koerber was re-elected with 99.17% of the votes cast, Nancy S. Newcomb was re-elected with 99.13% of the votes cast, Nelson Peltz was re-elected with 98.05% of the votes cast, Edward D. Shirley was re-elected with 99.35% of the votes cast, Richard G. Tilghman was re-elected with 97.78% of the votes cast, and Jackie M. Ward was re-elected with 97.13% of the votes cast. The stockholders also approved the compensation paid to Sysco's named executive officers, as disclosed in Sysco's 2016 proxy statement, and ratified the appointment of Ernst & Young LLP as Sysco's independent registered public accounting firm for fiscal 2017. The stockholder vote on executive compensation was approved by 94.15% of the votes cast, and the ratification of the appointment of the independent registered public accounting firm for fiscal 2017 was approved by 98.47% of the votes cast. The stockholder proposal regarding a policy limiting accelerated vesting of equity awards upon a change in control was not approved by stockholders, receiving approximately 35.75% of the votes cast. With respect to each item, the number of votes cast includes all for and against votes, and abstentions and broker non-votes are disregarded with respect to each item.

The final results of the voting on each matter of business at the Annual Meeting are as follows:

**Proposal 1 Election of Directors**

| <b>Name</b>          | <b>Votes For</b> | <b>Votes Against</b> | <b>Total Votes<br/>Cast</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|----------------------|------------------|----------------------|-----------------------------|--------------------|-----------------------------|
| Daniel J. Brutto     | 404,226,666      | 1,310,531            | 405,537,197                 | 515,685            | 76,046,239                  |
| John M. Cassaday     | 388,572,710      | 15,582,865           | 404,155,575                 | 1,897,307          | 76,046,239                  |
| Judith B. Craven     | 394,263,406      | 11,050,462           | 405,313,868                 | 739,014            | 76,046,239                  |
| William J. DeLaney   | 402,075,816      | 3,366,682            | 405,442,498                 | 610,384            | 76,046,239                  |
| Joshua D. Frank      | 398,900,305      | 6,649,600            | 405,549,905                 | 502,977            | 76,046,239                  |
| Larry C. Glasscock   | 399,239,438      | 6,299,898            | 405,539,336                 | 513,546            | 76,046,239                  |
| Jonathan Golden      | 358,891,919      | 46,311,684           | 405,203,603                 | 849,279            | 76,046,239                  |
| Bradley M. Halverson | 404,126,235      | 1,415,670            | 405,541,905                 | 510,977            | 76,046,239                  |
| Hans-Joachim Koerber | 402,721,382      | 2,805,067            | 405,526,449                 | 526,433            | 76,046,239                  |
| Nancy S. Newcomb     | 402,542,013      | 3,016,798            | 405,558,811                 | 494,071            | 76,046,239                  |
| Nelson Peltz         | 398,174,986      | 7,324,875            | 405,499,861                 | 553,021            | 76,046,239                  |
| Edward D. Shirley    | 403,432,025      | 2,095,501            | 405,527,526                 | 525,356            | 76,046,239                  |
| Richard G. Tilghman  | 397,046,999      | 8,447,131            | 405,494,130                 | 558,752            | 76,046,239                  |
| Jackie M. Ward       | 394,422,237      | 10,997,850           | 405,420,087                 | 632,795            | 76,046,239                  |

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**Proposal 2 Approval, by advisory vote, of the compensation paid to Sysco's named executive officers, as disclosed in Sysco's 2016 proxy statement**

| Votes For   | Votes Against | Votes Cast  | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|-------------|------------------|
| 382,307,466 | 21,897,561    | 404,205,027 | 1,847,855   | 76,046,239       |

**Proposal 3 Ratification of the appointment of Ernst & Young LLP as Sysco's independent registered public accounting firm for fiscal 2017**

| Votes For   | Votes Against | Votes Cast  | Abstentions |
|-------------|---------------|-------------|-------------|
| 474,766,838 | 6,260,177     | 481,027,015 | 1,072,106   |

**Proposal 4 Stockholder proposal regarding a policy limiting accelerated vesting of equity awards upon a change in control.**

| Votes For   | Votes Against | Votes Cast  | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|-------------|------------------|
| 145,182,165 | 258,512,070   | 403,694,235 | 2,358,647   | 76,046,239       |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Sysco Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sysco Corporation

Date: November 17, 2016

By: /s/ Russell T. Libby  
Russell T. Libby

Executive Vice President, Administration  
and Corporate Secretary