

TENNECO INC
Form 8-K
May 17, 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
Date of report (Date of earliest event reported): May 16, 2018

TENNECO INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS

1-12387
(Commission

File Number)

76-0515284
(IRS Employer

Identification No.)

60045

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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))

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

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.

On May 16, 2018, Tenneco Inc. (the Company) held its 2018 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below. A copy of the press release announcing the voting results is attached as Exhibit 99.1.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|------------|---------------|-------------|------------------|
| Thomas C. Freyman | 42,896,788 | 555,274 | 71,496 | 3,305,477 |
| Brian J. Kessler | 42,274,453 | 1,181,581 | 67,524 | 3,305,477 |
| Dennis J. Letham | 42,780,739 | 669,240 | 73,579 | 3,305,477 |
| James S. Metcalf | 42,989,827 | 462,155 | 71,576 | 3,305,477 |
| Roger B. Porter | 39,077,350 | 4,323,236 | 122,972 | 3,305,477 |
| David B. Price, Jr. | 40,739,952 | 2,670,004 | 113,602 | 3,305,477 |
| Gregg M. Sherrill | 41,302,889 | 1,849,949 | 370,720 | 3,305,477 |
| Paul T. Stecko | 40,702,846 | 2,740,403 | 80,309 | 3,305,477 |
| Jane L. Warner | 41,333,721 | 2,120,212 | 69,625 | 3,305,477 |
| Roger J. Wood | 42,393,077 | 1,057,000 | 73,481 | 3,305,477 |

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent public accountants for 2018 was approved based upon the following votes:

| | |
|---------------|------------|
| Votes for | 46,445,079 |
| Votes against | 319,825 |
| Abstentions | 64,131 |

There were no broker non-votes for this item.

3. The proposal to approve the compensation of our named executive officers was approved based upon the following advisory, non-binding vote:

| | |
|------------------|------------|
| Votes for | 39,851,735 |
| Votes against | 3,478,221 |
| Abstentions | 193,602 |
| Broker non-votes | 3,305,477 |

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**(d) Exhibits**

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

99.1

Press release dated May 16, 2018

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.

TENNECO INC.

Date: May 17, 2018

By: /s/ Brandon B. Smith
Brandon B. Smith
Senior Vice President, General Counsel and
Corporate Secretary