

ROWAN COMPANIES PLC
Form 8-K
May 29, 2018

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 25, 2018

Rowan Companies plc

(Exact name of registrant as specified in its charter)

England and Wales

1-5491

98-1023315

(State or Other Jurisdiction of
Incorporation or Organization)

(Commission File Number) (I.R.S. Employer

Identification Number)

2800 Post Oak Boulevard

77056-6189

Suite 5450

(Zip Code)

Houston, Texas

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(713) 621-7800**

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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

The final voting results on each of the matters submitted to a vote of shareholders during the 2018 annual general meeting of shareholders (the “*Meeting*”) of Rowan Companies plc (the “*Company*”) held on May 25, 2018 are shown below. As of the record date, March 28, 2018, there were 126,889,480 Class A Ordinary Shares (“*Shares*”) outstanding and entitled to vote at the Meeting. The holders of a total of 101,760,967 Shares (80.19%) were present in person or by proxy at the Meeting, thereby reaching quorum. All of the proposals were approved with the requisite vote.

Proposal 1a – To re-elect by ordinary resolution William E. Albrecht as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,316,921 | 1,462,995 | 326,660 | 8,654,391 |

Proposal 1b – To re-elect by ordinary resolution Thomas P. Burke as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,801,091 | 963,020 | 342,465 | 8,654,391 |

Proposal 1c – To re-elect by ordinary resolution Thomas R. Hix as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2018:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,404,916 | 1,374,998 | 326,662 | 8,654,391 |

Proposal 1d – To re-elect by ordinary resolution Jack B. Moore as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,722,513 | 1,056,388 | 327,675 | 8,654,391 |

Proposal 1e – To re-elect by ordinary resolution Thierry Pilenko as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,872,859 | 892,368 | 341,349 | 8,654,391 |

Proposal 1f – To re-elect by ordinary resolution Suzanne P. Nimocks as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,383,509 | 1,398,496 | 324,571 | 8,654,391 |

Proposal 1g – To re-elect by ordinary resolution John J. Quicke as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,782,205 | 998,992 | 325,379 | 8,654,391 |

Proposal 1h – To re-elect by ordinary resolution Tore I. Sandvold as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 90,203,240 | 2,561,862 | 341,474 | 8,654,391 |

Proposal 1i – To elect by ordinary resolution Charles L. Szews as director of the Company for a term to expire at the annual general meeting of shareholders to be held in 2019:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 91,784,274 | 978,978 | 343,324 | 8,654,391 |

Proposal 2 – To approve, as a non-binding advisory resolution, the Company’s named executive officer compensation as reported in this proxy statement (in accordance with requirements applicable to companies subject to the United States Securities and Exchange Commission reporting requirements under the Securities Exchange Act of 1934, as amended):

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 66,231,925 | 26,504,657 | 369,994 | 8,654,391 |

Proposal 3 – To approve, as a non-binding advisory resolution, the Company’s directors’ remuneration report for the year ended December 31, 2017, excluding the directors’ remuneration policy:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 66,140,445 | 26,612,256 | 353,875 | 8,654,391 |

Proposal 4 – To approve, as a non-binding advisory resolution, the receipt of the Company’s U.K. annual report and accounts for the year ended December 31, 2017:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> |
|------------------|----------------------|-------------------------|
| 101,091,779 | 152,772 | 516,416 |

Proposal 5 – To ratify the appointment of Deloitte & Touche LLP by the audit committee of the board of directors of the Company as the Company’s U.S. independent registered public accounting firm for 2018:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> |
|------------------|----------------------|-------------------------|
| 100,690,398 | 957,377 | 113,192 |

Proposal 6 – To re-appoint Deloitte LLP as the Company’s U.K. statutory auditor under the U.K. Companies Act 2006 (the “*Companies Act*”):

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> |
|------------------|----------------------|-------------------------|
| 100,684,310 | 1,026,093 | 50,564 |

Proposal 7 – To authorize the audit committee of the board of directors of the Company to determine the remuneration of Deloitte LLP, in its capacity as the Company’s U.K. statutory auditor:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 92,763,654 | 308,526 | 34,396 | 8,654,391 |

Proposal 8 – To approve forms of share repurchase contracts and repurchase counterparties:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 92,503,217 | 157,165 | 446,194 | 8,654,391 |

Proposal 9 – To authorize the Board, in accordance with section 551 of the Companies Act, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 89,972,542 | 2,810,206 | 323,828 | 8,654,391 |

Proposal 10 – To authorize the Board, by special resolution, in accordance with section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority contemplated by the ordinary resolution included in Proposal 9 for cash without the rights of pre-emption provided by section 561 of the Companies Act:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 90,612,156 | 2,136,764 | 357,656 | 8,654,391 |

Proposal 11 – To authorize the Board, by special resolution, in accordance with section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority contemplated by the ordinary resolution included in Proposal 9 for cash without the rights of pre-emption provided by section 561 of the Companies Act in connection with an acquisition or specified capital investment:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 90,608,846 | 2,137,979 | 359,751 | 8,654,391 |

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.

Dated: May 29, 2018

Rowan Companies plc

By: /s/ Mark F. Mai
Mark F. Mai
*Executive Vice President, General Counsel and Company
Secretary*