

COMCAST CORP
Form 8-K
May 16, 2011

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 11, 2011

Comcast Corporation

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania

(State or Other Jurisdiction of Incorporation)

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001-32871
(Commission File Number)

27-0000798
(IRS Employer Identification No.)

One Comcast Center

Philadelphia, PA
(Address of Principal Executive Offices)

19103-2838
(Zip Code)

Registrant's telephone number, including area code: (215) 286-1700

(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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) At our annual meeting of shareholders held on May 11, 2011, our shareholders approved, or did not approve, the following proposals, in each case consistent with the unanimous recommendations of our Board of Directors.

(b) The following proposals are described in detail in Comcast Corporation's definitive proxy statement dated April 1, 2011 (the "Proxy Statement"). The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

- (1) All of the director nominees named in the Proxy Statement were elected to serve as directors for one-year terms.

| Director | For | Withheld | Broker Non-Votes |
|----------------------|-------------|------------|------------------|
| S. Decker Anstrom | 354,695,050 | 5,899,237 | 20,424,549 |
| Kenneth J. Bacon | 337,359,104 | 23,235,193 | 20,424,549 |
| Sheldon M. Bonovitz | 356,823,079 | 3,771,208 | 20,424,549 |
| Edward D. Breen | 357,348,457 | 3,245,830 | 20,424,549 |
| Joseph J. Collins | 354,851,013 | 5,743,274 | 20,424,549 |
| J. Michael Cook | 357,292,883 | 3,301,404 | 20,424,549 |
| Gerald L. Hassell | 348,915,364 | 11,678,923 | 20,424,549 |
| Jeffrey A. Honickman | 357,394,029 | 3,200,258 | 20,424,549 |
| Eduardo G. Mestre | 357,260,322 | 3,333,965 | 20,424,549 |
| Brian L. Roberts | 352,323,641 | 8,270,646 | 20,424,549 |
| Ralph J. Roberts | 356,820,178 | 3,774,109 | 20,424,549 |
| Dr. Judith Rodin | 321,369,658 | 39,224,629 | 20,424,549 |

- (2) The appointment of Deloitte & Touche LLP as our independent auditors for the 2011 fiscal year was ratified.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 378,359,131 | 2,252,767 | 406,938 | N/A |

- (3) The Comcast-NBCUniversal 2011 Employee Stock Purchase Plan was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 359,244,204 | 963,721 | 386,362 | 20,424,549 |

- (4) Our 2002 Restricted Stock Plan, as amended and restated, was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 324,748,934 | 35,073,598 | 771,755 | 20,424,549 |

- (5) Our 2003 Stock Option Plan, as amended and restated, was adopted.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 332,857,536 | 27,296,178 | 440,573 | 20,424,549 |

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(6) Our executive compensation was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 304,196,757 | 55,865,815 | 531,715 | 20,424,549 |

(7) Our advisory vote on executive compensation will be held every 3 years.

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|-------------|-----------|-------------|---------|------------------|
| 145,360,838 | 3,063,674 | 211,697,491 | 472,284 | 20,424,549 |

(8) The shareholder proposal to provide for cumulative voting in the election of directors was not approved.

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| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|------------------|
| 98,123,382 | 261,844,681 | 626,224 | 20,424,549 |

(9) The shareholder proposal to require that the Chairman of the Board not be a current or former executive officer was not approved.

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 71,432,462 | 285,819,646 | 3,342,179 | 20,424,549 |

(d) As noted above, a majority of the votes cast by shareholders voted to hold an advisory vote to approve executive compensation every three years. As such, the Board of Directors has decided that it will include an advisory vote on executive compensation in our proxy statements every three years until the next required advisory vote on the frequency of the executive compensation vote, which will occur no later than our annual meeting of shareholders in 2017.

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.

COMCAST CORPORATION

Date: May 16, 2011

By: /s/ Arthur R. Block
Arthur R. Block
Senior Vice President, General Counsel and Secretary