

TERADATA CORP /DE/
Form 8-K
May 01, 2015

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): April 28, 2015

TERADATA CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-33458
(Commission

File Number)

75-3236470
(I.R.S. Employer

Identification No.)

10000 Innovation Drive

Dayton, Ohio
(Address of Principal Executive Offices)

45342
(Zip Code)

Registrant's telephone number including area code: (866) 548-8348

N/A

(Former Name or 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))

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

The Annual Meeting of Stockholders (the Annual Meeting) of Teradata Corporation (the Company) was held on April 28, 2015. At the Annual Meeting, the holders of a total of 124,439,479 shares of the Company s common stock entitled to vote were present in person or represented by proxy, constituting approximately 85.7% of the total shares issued and outstanding and entitled to vote at the Annual Meeting. Stockholders voted on three matters: a proposal to elect Lisa R. Bacus, Michael F. Koehler, James M. Ringler, and John G. Schwarz as Class II directors, an advisory (non-binding) vote on executive compensation, and a proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for 2015. The number of shares voted with respect to each matter required to be reported herein was certified by an independent inspector of elections, the results of which are set forth below:

1. Election of Class II directors for three-year terms expiring at the 2018 Annual Meeting and to hold office until their respective successors are duly elected and qualified.

1a. Lisa R. Bacus

For: 107,570,058 Against: 4,745,372 Abstain: 324,040 Broker Non-Votes: 11,800,009

1b. Michael F. Koehler

For: 111,161,596 Against: 1,167,105 Abstain: 310,769 Broker Non-Votes: 11,800,009

1c. James M. Ringler

For: 106,693,192 Against: 5,419,378 Abstain: 526,900 Broker Non-Votes: 11,800,009

1d. John G. Schwarz

For: 104,606,020 Against: 7,709,527 Abstain: 323,923 Broker Non-Votes: 11,800,009

2. An advisory (non-binding) vote on executive compensation.

For: 69,654,237 Against: 42,429,116 Abstain: 556,117 Broker Non-Votes: 11,800,009

3. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for 2015.

For: 123,103,572 Against: 967,417 Abstain: 368,490

SIGNATURE

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.

Teradata Corporation

By: /s/ Laura K. Nyquist
Laura K. Nyquist
General Counsel and Secretary

Dated: May 1, 2015