

DIAMOND OFFSHORE DRILLING INC
Form 8-K
May 21, 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): May 19, 2015

Diamond Offshore Drilling, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-13926
(Commission

file number)
15415 Katy Freeway

76-0321760
(I.R.S. Employer

Identification No.)

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Houston, Texas 77094

(Address of principal executive offices, including Zip Code)

(281) 492-5300

(Registrant's telephone number, including area code)

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.**Results of Annual Meeting of Stockholders**

On May 19, 2015, Diamond Offshore Drilling, Inc. (the Company) held its Annual Meeting of Stockholders (the Meeting) in New York, New York. Of the 137,158,706 shares of common stock outstanding and entitled to vote as of the record date, 123,397,604 shares, or approximately 90.0%, were present in person or represented by proxy at the Meeting. At the Meeting, the Company's stockholders approved all of the nominees and proposals, specifically (1) the election of all of the nominees as directors to hold office until the 2016 Annual Meeting of Stockholders and until their respective successors are elected and qualified or until their earlier resignation or removal, (2) the ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2015 and (3) executive compensation.

The final results of the voting on the matters submitted to the stockholders were as follows:

| | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|--|----------------|-----------------------|--------------------|-----------------------|---------|---------------------|
| | Number | % of Votes Cast | Number | % of Votes Cast | | |
| 1. Election of Directors until 2016 Annual Meeting | | | | | | |
| James S. Tisch | 96,681,604 | 85.22% | 16,674,094 | 14.69% | 81,941 | 9,959,965 |
| Marc Edwards | 99,656,915 | 87.85% | 13,700,170 | 12.07% | 80,554 | 9,959,965 |
| John R. Bolton | 112,017,153 | 98.74% | 1,308,926 | 1.15% | 111,560 | 9,959,965 |
| Charles L. Fabrikant | 111,958,932 | 98.69% | 1,397,866 | 1.23% | 80,841 | 9,959,965 |
| Paul G. Gaffney II | 111,974,412 | 98.71% | 1,331,562 | 1.17% | 131,665 | 9,959,965 |
| Edward Grebow | 112,039,423 | 98.76% | 1,264,154 | 1.11% | 134,062 | 9,959,965 |
| Herbert C. Hofmann | 97,862,576 | 86.26% | 15,489,511 | 13.65% | 85,552 | 9,959,965 |
| Kenneth I. Siegel | 98,049,178 | 86.43% | 15,308,149 | 13.49% | 80,312 | 9,959,965 |
| Clifford M. Sobel | 112,202,694 | 98.91% | 1,092,935 | 0.96% | 142,010 | 9,959,965 |
| Andrew H. Tisch | 96,926,270 | 85.44% | 16,432,847 | 14.48% | 78,522 | 9,959,965 |
| Raymond S. Troubh | 111,894,233 | 98.63% | 1,467,822 | 1.29% | 75,584 | 9,959,965 |
| 2. Ratification of Deloitte & Touche LLP as Independent Auditors for 2015 | | | | | | |
| | 123,020,226 | 99.69% | 292,004 | 0.23% | 85,374 | N/A |
| 3. Advisory Approval of Executive Compensation | | | | | | |
| | 98,374,122 | 86.72% | 14,914,207 | 13.14% | 149,310 | 9,959,965 |

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.

Date: May 21, 2015

DIAMOND OFFSHORE DRILLING, INC.

By: /s/ DAVID L. ROLAND
David L. Roland

Senior Vice President, General Counsel

and Secretary