

VALERO ENERGY CORP/TX  
Form 8-K  
May 08, 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 3, 2018**

**VALERO ENERGY CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-13175**  
**(Commission**  
  
**File Number)**

**74-1828067**  
**(IRS Employer**  
  
**Identification No.)**

**One Valero Way**

**78249**

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**San Antonio, Texas**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (210) 345-2000**

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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b) As previously announced (and disclosed on Form 8-K), Michael S. Ciskowski retired on May 3, 2018, from his position as Executive Vice President and Chief Financial Officer of Valero Energy Corporation ( Valero ).

Effective May 3, 2018, director Susan Kaufman Purcell retired from Valero s board of directors in accordance with the terms of Valero s director retirement policy.

- (c) As previously announced (and disclosed on Form 8-K), effective May 3, 2018, the board elected Donna M. Titzman to serve as Executive Vice President and Chief Financial Officer of Valero.

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

The 2018 annual meeting of the stockholders of Valero was held May 3, 2018. Matters voted on at the annual meeting and the results thereof were as follows:

- (1) Proposal 1: Election of directors. The election of each director was approved as follows.

<i>H. Paulett Eberhart</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	324,131,832	>50.0%	99.17%
against	2,704,621		
abstain	810,512		
broker non-votes	46,647,173		

<i>Joseph W. Gorder</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	296,626,550	>50.0%	92.05%
against	25,607,195		
abstain	5,413,220		
broker non-votes	46,647,173		

<i>Kimberly S. Greene</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	326,326,873	>50.0%	99.76%
against	778,876		
abstain	541,216		
broker non-votes	46,647,173		

<i>Deborah P. Majoras</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	312,281,374	>50.0%	97.56%
against	7,805,158		
abstain	7,560,433		

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broker non-votes	46,647,173		
<i>Donald L. Nickles</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	320,560,580	>50.0%	98.00%
against	6,539,863		
abstain	546,522		
broker non-votes	46,647,173		

<i>Philip J. Pfeiffer</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	326,070,359	>50.0%	99.69%
against	1,019,257		
abstain	557,349		
broker non-votes	46,647,173		

<i>Robert A. Profusek</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	316,507,420	>50.0%	96.79%
against	10,503,732		
abstain	635,813		
broker non-votes	46,647,173		

<i>Stephen M. Waters</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	325,286,079	>50.0%	99.45%
against	1,802,033		
abstain	558,853		
broker non-votes	46,647,173		

<i>Randall J. Weisenburger</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	326,196,029	>50.0%	99.73%
against	872,102		
abstain	578,834		
broker non-votes	46,647,173		

<i>Rayford Wilkins, Jr.</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	325,513,526	>50.0%	99.52%
against	1,578,758		
abstain	554,681		
broker non-votes	46,647,173		

- (2) Proposal 2: Ratify the appointment of KPMG LLP to serve as Valero's independent registered public accounting firm for the fiscal year ending December 31, 2018. The proposal was approved as follows:

<i>Proposal 2</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	367,335,269	>50.0%	98.14%
against	6,138,180		
abstain	820,689		
broker non-votes	n/a		

- (3) Proposal 3: Advisory vote to ratify the 2017 compensation of the named executive officers listed in the proxy statement. The proposal was approved as follows:

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<i>Proposal 3</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	283,510,365	>50.0%	86.53%
against	42,441,494		
abstain	1,695,106		
broker non-votes	46,647,173		

- (4) Proposal 4: Amend Valero's Restated Certificate of Incorporation to remove supermajority vote requirements. The proposal failed. Votes were cast as follows:

<i>Proposal 4</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	325,057,291	at least 80.0%	75.43%
against	1,765,577		
abstain	824,097		
broker non-votes	46,647,173		

- (5) Proposal 5: Amend Valero's Restated Certificate of Incorporation to permit stockholders to act by written consent. The proposal failed. Votes were cast as follows:

<i>Proposal 4</i>	<i>shares voted</i>	<i>required vote *</i>	<i>vote received</i>
for	300,062,376	at least 80.0%	69.63%
against	26,605,058		
abstain	979,531		
broker non-votes	46,647,173		

\* *Notes:*

*Required votes.* For Proposal 1, as required by Valero's bylaws, each director is to be elected by a majority of votes cast with respect to that director's election. Proposals 2 and 3 required approval by the affirmative vote of a majority of the voting power of the shares present in person or by proxy at the annual meeting and entitled to vote. Proposals 4 and 5 required approval by the affirmative vote of the holders of at least 80 percent of the voting power of the outstanding shares of Valero. On the record date for the annual meeting, there were 430,922,297 shares of Valero's common stock outstanding.

*Effect of abstentions.* Shares voted to abstain are treated as present for purposes of determining a quorum. In the election of directors, pursuant to Valero's bylaws, shares voted to abstain are not deemed to be votes cast, and are accordingly disregarded. When, however, approval for a proposal requires the affirmative vote of a majority of the voting power of the shares present in person or by proxy and entitled to vote (Proposals 2 and 3), or the affirmative vote of at least 80 percent of the voting power of the outstanding shares of Valero (Proposals 4 and 5), then shares voted to abstain have the effect of a negative vote.

*Effect of broker non-votes.* Brokers holding shares for the beneficial owners of such shares must vote according to specific instructions received from the beneficial owners. If instructions are not received, in some instances (e.g., for Proposal 2), a broker may nevertheless vote the shares in the broker's discretion. But under New York Stock Exchange rules, brokers are precluded from exercising voting discretion on certain proposals without specific instructions from the beneficial owner (Proposals 1, 3, 4 and 5). This results in a broker non-vote on the proposal. A broker non-vote is treated as present for purposes of determining a quorum, has the effect of a negative vote when approval for a particular proposal requires the affirmative vote of the voting power of the issued and outstanding shares of the Company, and has no effect when approval for a proposal requires the affirmative vote of a majority of the voting power of the shares present in person or by proxy and entitled to vote.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VALERO ENERGY CORPORATION

Date: May 8, 2018

by: /s/ Jay D. Browning  
Jay D. Browning  
Executive Vice President and  
General Counsel