

EMC CORP  
Form 8-K/A  
May 08, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

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 30, 2015

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EMC CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts 1-9853 04-2680009  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification Number)

176 South Street 01748  
Hopkinton, Massachusetts (Zip Code)  
(Address of principal executive offices)

Registrant's telephone number, including area code: (508) 435-1000

N/A

(Former Name or Former Address, if changed since last report)

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

(a) On May 1, 2015, EMC Corporation (“EMC”) filed a Current Report on Form 8-K (the “Original 8-K”) disclosing the results of EMC’s Annual Meeting of Shareholders which was held on April 30, 2015 (the “Meeting”). The numbers reported in the Original 8-K were prepared by EMC’s Inspector of Elections (“Inspector”) at the Meeting. On May 7, 2015, the Inspector notified us of an error in his original calculation of the votes and provided EMC with corrected numbers reflected below. The corrected numbers include approximately 213,000 additional shares. While the specific numbers of votes have changed, none of the changes affected the results of the matters voted upon.

(b) There was no solicitation in opposition to management’s nominees as listed in EMC’s proxy statement, and all such nominees were elected directors for a one-year term. The shareholders ratified the selection by the Audit Committee of PricewaterhouseCoopers LLP as EMC’s independent auditors for the fiscal year ending December 31, 2015, provided advisory approval of EMC’s executive compensation, approved the EMC Corporation Amended and Restated 2003 Stock Plan and rejected a shareholder proposal relating to an independent board chairman. The results of the votes for each of these proposals were as follows:

## 1. Election of Directors:

|                   | For           | Against     | Abstain    | Broker Non-Votes |
|-------------------|---------------|-------------|------------|------------------|
| José E. Almeida   | 1,438,349,705 | 21,554,552  | 14,777,492 | 211,463,749      |
| Michael W. Brown  | 1,433,441,733 | 26,381,971  | 14,858,045 | 211,463,749      |
| Donald J. Carty   | 1,424,811,762 | 35,156,811  | 14,713,176 | 211,463,749      |
| Randolph L. Cowen | 1,435,529,728 | 24,390,203  | 14,761,818 | 211,463,749      |
| James S. DiStasio | 1,429,287,773 | 30,487,523  | 14,906,453 | 211,463,749      |
| John R. Egan      | 1,385,579,326 | 70,251,751  | 18,850,672 | 211,463,749      |
| William D. Green  | 1,436,151,381 | 23,748,377  | 14,781,991 | 211,463,749      |
| Edmund F. Kelly   | 1,446,243,445 | 13,544,877  | 14,893,427 | 211,463,749      |
| Jami Miscik       | 1,419,408,182 | 36,479,604  | 18,793,963 | 211,463,749      |
| Paul Sagan        | 1,417,040,892 | 43,034,663  | 14,606,194 | 211,463,749      |
| David N. Strohm   | 1,412,802,820 | 47,042,051  | 14,836,878 | 211,463,749      |
| Joseph M. Tucci   | 1,347,757,400 | 103,891,350 | 23,032,999 | 211,463,749      |

## 2. Ratification of the selection by the Audit Committee of PricewaterhouseCoopers LLP as EMC’s independent auditors for the fiscal year ending December 31, 2015:

|                   |               |
|-------------------|---------------|
| For:              | 1,636,611,118 |
| Against:          | 36,895,899    |
| Abstain:          | 12,638,481    |
| Broker Non-Votes: | 0             |

## 3. Advisory approval of EMC's executive compensation:

|                   |               |
|-------------------|---------------|
| For:              | 1,343,579,946 |
| Against:          | 109,811,792   |
| Abstain:          | 21,290,011    |
| Broker Non-Votes: | 211,463,749   |

4. Approval of the EMC Corporation Amended and Restated 2003 Stock Plan:

|                   |               |
|-------------------|---------------|
| For:              | 1,335,194,768 |
| Against:          | 126,332,218   |
| Abstain:          | 13,154,763    |
| Broker Non-Votes: | 211,463,749   |

5. Approval of a shareholder proposal relating to an independent board chairman:

|                   |             |
|-------------------|-------------|
| For:              | 611,736,922 |
| Against:          | 843,851,771 |
| Abstain:          | 19,093,056  |
| Broker Non-Votes: | 211,463,749 |

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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.

EMC CORPORATION

By: /s/ Paul T. Dacier  
Paul T. Dacier  
Executive Vice President and General Counsel

Date: May 8, 2015