

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

In connection with the amendments to the Company's Restated Certificate of Incorporation, the Board of Directors approved a conforming amendment to Article II, Section 11 of the Amended and Restated By-laws, a copy of which is attached hereto as Exhibit 3.2 and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of the Stockholders of the Company was held on Wednesday, April 25, 2018. Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

(a) Votes regarding the reelection of Jan Carlson, Dennis C. Cuneo, Michael S. Hanley, Roger A. Krone, John R. McKernan, Jr., Alexis P. Michas, Vicki L. Sato, Thomas T. Stallkamp and James R. Verrier to the board of directors:

| | For | Against | Abstention | Broker Non-Votes |
|---------------|-------------|------------|------------|------------------|
| Carlson | 160,968,575 | 16,538,134 | 4,595,440 | 11,833,620 |
| Cuneo | 180,504,320 | 1,162,111 | 435,718 | 11,833,620 |
| Hanley | 180,864,412 | 803,186 | 434,551 | 11,833,620 |
| Krone | 180,768,543 | 900,651 | 432,955 | 11,833,620 |
| McKernan, Jr. | 179,234,213 | 2,008,866 | 859,070 | 11,833,620 |
| Michas | 174,692,954 | 3,809,431 | 3,599,764 | 11,833,620 |
| Sato | 176,598,265 | 4,385,512 | 1,118,372 | 11,833,620 |
| Stallkamp | 173,301,308 | 6,685,293 | 2,115,548 | 11,833,620 |
| Verrier | 180,730,212 | 936,232 | 435,705 | 11,833,620 |

(b) Advisory approval of the Company's executive compensation:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 170,588,792 | 10,811,992 | 701,365 | 11,833,620 |

(c) Votes regarding the selection of the appointment of PriceWaterhouseCoopers LLP as independent auditors of the Company to serve for the fiscal year ending December 31, 2018:

| For | Against | Abstain |
|-------------|-----------|---------|
| 188,146,675 | 5,313,822 | 475,272 |

(d) Approval of the BorgWarner Inc. 2018 Stock Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 170,902,832 | 10,917,894 | 281,423 | 11,833,620 |

(e) Amendment of the Company's Restated Certificate of Incorporation to provide for removal of directors without cause:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 181,367,535 | 483,666 | 250,948 | 11,833,620 |

(f) Amendment of the Company's Restated Certificate of Incorporation to act by written consent:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 177,548,620 | 4,210,873 | 342,656 | 11,833,620 |

(g) Stockholder proposal to amend the Company's proxy access provision:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|----------|------------------|
| 56,374,299 | 123,670 | 0142,057 | 836 11,833,620 |

Item 7.01 Regulation FD Disclosure

On April 25, 2018, the Company's board of directors declared a quarterly cash dividend of \$0.17 per share of common stock. The dividend is payable on June 15, 2018 to stockholders of record on June 1, 2018.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in any such filings.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibits are being filed as part of this Report.

| Exhibit Number | Description |
|----------------|---|
| 3.1 | <u>Amendments to Restated Certificate of Incorporation</u> |
| 3.2 | <u>Amended Article II, Section 11 of the Amended and Restated By-laws</u> |
| 99.1 | <u>Press release dated April 26, 2018</u> |

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.

BORGWARNER INC.

Date: April 26, 2018 By: /s/ John J. Gasparovic
Name: John J. Gasparovic
Its: Secretary

EXHIBIT INDEX

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