

WestRock Co
Form 8-K
February 05, 2016

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): February 2, 2016

WestRock Company

(Exact name of registrant as specified in charter)

Delaware **001-37484** **47-3335141**
(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification No.)
of Incorporation)

501 South 5th Street, Richmond, VA 23219
(Address of principal executive offices) (Zip Code)

804) 444-1000
(Registrant's telephone number, including area code)

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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:

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**(a) Annual Meeting of Shareholders**

The Company held its annual meeting of shareholders on February 2, 2016 at which we submitted the following matters to a vote of our shareholders:

(b) Election of Directors

Votes cast for or withheld regarding fourteen individuals nominated for election to serve on our board of directors for a term expiring in 2017 were as follows:

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|-----------------------------|-------------|----------------|-----------------|------------------------|
| Timothy J. Bernlohr | 205,998,060 | 2,925,040 | 790,881 | 14,581,561 |
| J. Powell Brown | 208,108,386 | 810,634 | 794,961 | 14,581,561 |
| Michael E. Campbell | 207,986,503 | 954,067 | 773,411 | 14,581,561 |
| Terrell K. Crews | 208,116,434 | 806,888 | 790,659 | 14,581,561 |
| Russell M. Currey | 207,739,117 | 1,188,473 | 786,391 | 14,581,561 |
| G. Stephen Felker | 207,869,079 | 1,042,449 | 802,453 | 14,581,561 |
| Lawrence L. Gellerstedt III | 207,250,960 | 1,672,196 | 790,825 | 14,581,561 |
| John A. Luke, Jr | 206,326,974 | 2,584,280 | 802,727 | 14,581,561 |
| Gracia C. Martore | 207,552,897 | 1,385,010 | 776,074 | 14,581,561 |
| James E. Nevels | 207,340,908 | 1,569,556 | 803,517 | 14,581,561 |
| Timothy H. Powers | 207,509,568 | 1,424,478 | 779,935 | 14,581,561 |
| Steven C. Voorhees | 208,085,382 | 828,183 | 800,416 | 14,581,561 |
| Bettina M. Whyte | 206,221,777 | 2,695,981 | 796,223 | 14,581,561 |
| Alan D. Wilson | 204,933,313 | 4,001,936 | 778,732 | 14,581,561 |

(c) Other Matters

Votes cast for or against, as well as the number of abstentions and broker non-votes regarding each other matter voted upon at the meeting, were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
|------------|----------------|----------------|------------------------|

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| | | | | |
|--|-------------|------------|-----------|------------|
| Approve the adoption of the WestRock Company Employee Stock Purchase Plan | 207,128,641 | 1,201,788 | 1,383,552 | 14,581,561 |
| Approve the adoption of the WestRock Company 2016 Incentive Stock Plan | 194,921,742 | 13,784,731 | 1,007,507 | 14,581,562 |
| Ratify the appointment of Ernst & Young LLP to Serve as independent registered public accounting firm of Rock-Tenn Company | 222,173,662 | 1,487,024 | 634,856 | |
| Advisory vote on executive compensation | 205,355,979 | 3,275,319 | 1,082,683 | 14,581,561 |

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.

WESTROCK COMPANY
(Registrant)

Date: February 3, 2016 By: /s/ Robert B. McIntosh
Robert B. McIntosh
Executive Vice-President, General Counsel
And Secretary