

VALERO ENERGY CORP/TX
Form 8-K
September 27, 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): September 21, 2016

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

San Antonio, Texas
(Address of principal executive offices)

78249
(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))

Item 5.03 Amendment to Bylaws.

On September 21, 2016, the Board of Directors of Valero Energy Corporation (Valero) approved certain amendments to its Amended and Restated Bylaws to amend:

Article I thereof by adding a new Section 9A entitled Proxy Access for Director Nominations, and

Article I, Section 13(d) to add that a nominee for director (with respect to Section 9 of the Bylaws) must deliver to the Corporation's Secretary a written representation and agreement that the nominee is qualified and intends to serve as a director for the entire term for which he or she is standing for election.

The foregoing description of the amendments is qualified by reference to the full text of Valero's Amended and Restated Bylaws, a copy of which is filed as Exhibit 3.01 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.01 Amended and Restated Bylaws of Valero Energy Corporation (amended and restated as of September 21, 2016).

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: September 27, 2016

by: /s/ Jay D. Browning

Jay D. Browning

Executive Vice President and General Counsel

gn="center"> 56.4732 \$ 35.85 13,553.5779 D Deferred Stock Units (3)09/21/2006 A 78.7112 (2) (3) (3) Common Stock 78.7112 \$ 35.85 18,932.5295 D Deferred Stock Units (3)10/04/2006 A 93.3583 (3) (3) Common Stock 93.3583 \$ 37.49 19,025.8878 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLENDENIN JOHN L 2455 PACES FERRY ROAD ATLANTA, GA 30339			X	

Signatures

/s/ Rita L. Fadell,
Attorney-in-Fact

10/06/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
The Deferred Shares were granted under The Home Depot, Inc. 2005 Omnibus Stock Incentive Plan and convert to shares of Common Stock on a one-for-one basis upon the earlier of (i) the first anniversary of the director's termination of service as a Board member, (ii) the date of the director's death, retirement or disability, or (iii) the date of a change in control of the Company.
- (1) Acquired pursuant to quarterly dividend.
- (2) Acquired pursuant to quarterly dividend.
- (3) The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in The Home Depot, Inc. NonEmployee Directors' Deferred Stock Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.