

GRAINGER W W INC  
Form 8-K  
April 26, 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): April 25, 2018

W.W. GRAINGER, INC.

(Exact name of registrant as specified in its charter)

Illinois 1-5684 36-1150280  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

100 Grainger Parkway, Lake Forest, Illinois 60045-5201  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 535-1000

Not Applicable

(Former name or former address, if changed since last report.)

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))

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

(a) An annual meeting of shareholders of W.W. Grainger, Inc. (the “Company”) was held on April 25, 2018.

(b) The number of shares issued, outstanding and eligible to vote at the meeting as of its record date of March 5, 2018 was 56,057,105.

At the meeting:

Management’s nominees were elected as directors of the Company for the ensuing year. Of the 50,450,814 shares present in person or represented by proxy at the meeting, the number of shares voted for, the number of shares withheld/against (or abstained), and the number of broker non-votes were as follows with respect to each of the nominees:

Name	Shares Voted for Election	Shares Withheld/Against (or Abstained)	Broker Non-Votes
R. C. Adkins	40,289,859	5,023,298	5,137,657
B. P. Anderson	44,499,504	813,653	5,137,657
V. A. Hailey	44,861,253	451,904	5,137,657
S. L. Levenick	43,558,425	1,754,732	5,137,657
D. G. Macpherson	43,757,760	1,555,397	5,137,657
N. S. Novich	44,442,654	870,503	5,137,657
B. R. Perez	44,998,646	314,511	5,137,657
M. J. Roberts	44,686,924	626,233	5,137,657
E. S. Santi	45,079,324	233,833	5,137,657
J. D. Slavik	44,441,122	872,035	5,137,657
L. E. Watson	45,065,288	247,869	5,137,657

A proposal to ratify the appointment of Ernst & Young LLP as independent auditor of the Company for the year ending December 31, 2018 was approved. Of the 50,450,814 shares present or represented by proxy at the meeting, 49,832,969 shares were voted for the proposal, 583,024 shares were voted against the proposal and 34,821 shares abstained from voting with respect to the proposal.

A non-binding advisory proposal to approve the compensation of the Company’s Named Executive Officers was approved. Of the 50,450,814 shares present or represented by proxy at the meeting, 44,245,162 shares were voted for the proposal, 887,961 shares were voted against the proposal and 180,034 shares abstained from voting with respect to the proposal. There were 5,137,657 broker non votes.

SIGNATURES

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

Dated: April 26, 2018

W.W. GRAINGER, INC.

By: /s/ Hugo Dubovoy, Jr.

Name: Hugo Dubovoy, Jr.

Title: Vice President, Corporate Secretary