

KANSAS CITY SOUTHERN
Form 8-K
May 23, 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): May 17, 2018

KANSAS CITY SOUTHERN
(Exact name of registrant as specified in its charter)

DELAWARE 1-4717 44-0663509
(State or other jurisdiction (Commission (IRS Employer
of incorporation) file number) Identification Number)

427 West 12th Street, Kansas City, Missouri 64105
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(816) 983 - 1303

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 Vote of Security Holders.

At the 2018 Annual Meeting of Stockholders of the Company held on May 17, 2018, the proposals listed below were submitted to a vote of the stockholders. The proposals are described in the Company's definitive proxy statement for the 2018 Annual Meeting previously filed with the Securities and Exchange Commission on April 6, 2018.

Proposal 1 - Election of twelve directors

The following nominees for the Board of Directors of the Company were elected to hold office until the Annual Meeting of Stockholders of the Company in 2019:

Nominee: Lydia I.

Beebe

For Against Abstain Broker Non-Vote

81,612,880 428,722 81,390 8,637,058

Nominee: Lu M.

Cordova

For Against Abstain Broker Non-Vote

81,337,971 699,191 85,830 8,637,058

Nominee: Robert J.

Druten

For Against Abstain Broker Non-Vote

79,866,622 2,169,292 87,078 8,637,058

Nominee: Terrence

P. Dunn

For Against Abstain Broker Non-Vote

80,954,951 1,078,916 89,125 8,637,058

Nominee: Antonio

O. Garza, Jr.

For Against Abstain Broker Non-Vote

81,616,099 418,445 88,448 8,637,058

Nominee: David

Garza-Santos

For Against Abstain Broker Non-Vote

81,204,182 830,709 88,101 8,637,058

Nominee: Janet H.

Kennedy

For Against Abstain Broker Non-Vote

81,628,886 411,590 82,516 8,637,058

Nominee: Mitchell

J. Krebs

For Against Abstain Broker Non-Vote

81,691,303 346,744 84,945 8,637,058

Nominee: Henry J.

Maier

For Against Abstain Broker Non-Vote

81,626,995 408,093 87,904 8,637,058

Nominee: Thomas A.

McDonnell

For Against Abstain Broker Non-Vote

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77,698,112 4,336,746 88,134 8,637,058

Nominee: Patrick J.

Ottensmeyer

For Against Abstain Broker Non-Vote

81,695,082 343,894 84,016 8,637,058

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Nominee: Rodney E.

Slater

For Against Abstain Broker Non-Vote

80,840,828 1,030,276 251,888 8,637,058

Proposal 2 - Ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018.

Company stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018 as set forth below:

For Against Abstain

89,732,743 914,823 112,484

Proposal 3 - Advisory vote approving the 2017 compensation of the Company's Named Executive Officers.

Company stockholders cast their votes with respect to the advisory (non-binding) vote approving the 2017 compensation of the Company's Named Executive Officers as set forth below:

For Against Abstain Broker Non-Vote

77,077,462 4,701,205 344,325 8,637,058

Proposal 4 - Stockholder proposal to allow stockholder action by written consent.

Company stockholders approved the stockholder proposal as set forth below:

For Against Abstain Broker Non-Vote

43,146,805 38,689,110 287,067 8,637,058

Item 7.01 Regulation FD Disclosure

In a news release dated May 18, 2018, the Company announced the results of its 2018 Annual Meeting of Stockholders. A copy of the news release is furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No. Description

99.1	News release dated May 18, 2018, issued by Kansas City Southern entitled "KCS Holds Annual Meeting of Stockholders, Elects Twelve Directors and Announces Preferred and Common Dividends."
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SIGNATURE

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.

Kansas City Southern

Date: May 22, 2018

By: /s/ Adam J. Godderz

Name: Adam J. Godderz

Title: Vice President & Corporate Secretary

Exhibit Index

Exhibit No	Description
99.1	<u>News release dated May 18, 2018, issued by Kansas City Southern entitled "KCS Holds Annual Meeting of Stockholders, Elects Twelve Directors and Announces Preferred and Common Dividends."</u>