

SERVICE CORPORATION INTERNATIONAL
Form 8-K
May 16, 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) May 11, 2016

Service Corporation International
(Exact name of registrant as specified in its charter)

Texas 1-6402-1 74-1488375
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

1929 Allen Parkway Houston, Texas 77019
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (713) 522-5141

(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))

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 11, 2016, Service Corporation International (“SCI”) held an annual meeting of shareholders and the shareholders voted on five proposals as set forth below.

Proposal 1: Election of Directors.

The shareholders cast their votes as follows and elected four directors.

| Nominee | Votes | | Abstentions | Broker Non-Votes |
|--------------------|-------------|----------------------|-------------|---------------------|
| | For | Against/ Withheld | | |
| Alan R. Buckwalter | 138,898,706 | 20,661,337 | 0 | 17,951,511 |
| Victor L. Lund | 152,806,142 | 6,753,901 | 0 | 17,951,511 |
| John W. Mecom | 148,616,410 | 10,943,633 | 0 | 17,951,511 |
| Ellen Ochoa | 157,547,460 | 2,012,583 | 0 | 17,951,511 |

Proposal 2: Approval of the selection of PricewaterhouseCoopers LLP as the Company's registered public accounting firm for fiscal 2016.

The shareholders approved the proposal by casting their votes as follows.

| Votes For | Votes Against | Abstentions | Broker | Non-Votes |
|-------------|---------------|-------------|--------|-----------|
| 175,735,645 | 1,534,720 | 241,189 | 0 | |

Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation.

The shareholders approved the proposal by casting their votes as follows.

| Votes For | Votes Against | Abstentions | Broker | Non-Votes |
|-------------|---------------|-------------|------------|-----------|
| 127,661,490 | 30,923,898 | 974,655 | 17,951,511 | |

Proposal 4: Approval of the 2016 Equity Incentive Plan.

The shareholders approved the proposal by casting their votes as follows.

| Votes For | Votes Against | Abstentions | Broker | Non-Votes |
|-------------|---------------|-------------|------------|-----------|
| 152,737,673 | 6,497,622 | 324,748 | 17,951,511 | |

Proposal 5: Shareholder Proposal Regarding a Senior Executive Stock Retention Requirement.

The shareholders cast their votes as follows. The proposal failed because a majority of the shares were voted against the proposal.

| Votes For | Votes Against | Abstentions | Broker | Non-Votes |
|-----------|---------------|-------------|------------|-----------|
| 6,151,623 | 143,918,789 | 9,489,631 | 17,951,511 | |

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.

May 16, 2016 Service Corporation
International

By: /s/ Gregory T.
Sangalis
Gregory T.
Sangalis
Senior Vice
President
General
Counsel and
Secretary