

Edgar Filing: Discovery Communications, Inc. - Form 8-K

Discovery Communications, Inc.  
Form 8-K  
May 20, 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): 05/19/2016

Discovery Communications, Inc.  
(Exact name of registrant as specified in its charter)

Commission File Number: 001-34177

Delaware 35-2333914  
(State or other jurisdiction of (IRS Employer  
incorporation) Identification No.)

One Discovery Place  
Silver Spring, Maryland 20910  
(Address of principal executive offices, including zip code)

240-662-2000  
(Registrant's telephone number, including area code)

(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 19, 2016, the 2016 Annual Meeting of Stockholders of Discovery Communications, Inc. (the “Company”) was held at One Discovery Place, Silver Spring, Maryland. The following are the results of the voting on the proposals submitted to stockholders at the Annual Meeting.

1. Stockholders elected each of the Company’s five nominees for director, two elected by the holders of shares of our Series A common stock and Series B common stock voting together as a single class, and three elected by the holders of shares of our Series A convertible preferred stock voting separately as a class, as set forth below:

Director Nominees Elected by Holders of Shares of Series A Common Stock and Series B Common Stock as Class II Directors

| Name             | Votes For   | Votes Withheld | Broker Non-Votes |
|------------------|-------------|----------------|------------------|
| Paul A. Gould    | 120,973,295 | 69,421,939     | 12,176,009       |
| M. LaVoy Robison | 143,238,826 | 47,156,408     | 12,176,009       |

Director Nominees Elected by Holders of Series A Convertible Preferred Stock

| Name              | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| S. Decker Anstrom | 71,107,312 | 0              | 0                |
| Robert J. Miron   | 71,107,312 | 0              | 0                |
| Steven A. Miron   | 71,107,312 | 0              | 0                |

2. Stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2016, as set forth below:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 271,621,960 | 1,124,562     | 932,033     |

3. Stockholders did not approve, the Stockholder proposal requesting the Board of Directors to report on plans to increase diverse representation on the Board, as set forth below:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 45,535,024 | 212,826,885   | 3,140,637   | 12,176,009       |

4. Stockholders did not approve, the Stockholder proposal requesting the Compensation Committee to report on the feasibility of integrating sustainability metrics into senior executive performance measures, as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
|-----------|---------------|-------------|------------------|

24,735,298 236,103,950 663,298 12,176,009

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.

Discovery Communications, Inc.

Date:

May  
20, By: /s/ Bruce Campbell  
2016

Bruce Campbell  
Chief Development, Distribution & Legal Officer