

WERNER ENTERPRISES INC  
Form 8-K  
May 13, 2015

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 12, 2015

WERNER ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

NEBRASKA (State or other jurisdiction of incorporation or organization)	0-14690 (Commission File Number)	47-0648386 (I.R.S. Employer Identification No.)
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14507 FRONTIER ROAD POST OFFICE BOX 45308 OMAHA, NEBRASKA (Address of principal executive offices)	68145-0308  (Zip Code)
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Registrant's telephone number, including area code: (402) 895-6640

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))
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ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) Annual Meeting Date.

The Annual Meeting of Stockholders of the Company was held on May 12, 2015 (the "Annual Meeting").

(b) Election of Directors and Other Matters Voted Upon.

At the Annual Meeting, the two proposals stated below were submitted to a vote of the Company's stockholders of record as of March 23, 2015. (Each proposal is described in detail in the Company's definitive proxy statement filed with the SEC on April 6, 2015.)

The final voting results for each proposal are provided below.

Proposal 1. The Company's stockholders elected three Class III directors to each serve on the Company's Board for a three-year term expiring at the 2018 Annual Meeting of Stockholders and until their respective successors are elected and qualified. Final voting results for the elected directors were as follows:

	For	Against	Abstained	Broker Non-Votes
Clarence L. Werner	65,951,821	—	2,960,495	1,466,506
Patrick J. Jung	67,940,591	—	971,725	1,466,506
Duane K. Sather	68,003,310	—	909,006	1,466,506

Proposal 2. The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015. Final voting results were as follows:

For	Against	Abstained	Broker Non-Votes
70,023,777	128,762	226,283	—

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.

WERNER ENTERPRISES, INC.

Date: May 13, 2015

By: /s/ John J. Steele  
John J. Steele  
Executive Vice President, Treasurer and  
Chief Financial Officer

Date: May 13, 2015

By: /s/ James L. Johnson  
James L. Johnson  
Executive Vice President, Chief Accounting  
Officer and Corporate Secretary