

FMC CORP  
Form 8-K/A  
May 19, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A  
(Amendment No. 2)

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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, 2017

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FMC CORPORATION  
(Exact name of registrant as specified in its charter)

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|   |                                    |   |
|---|------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 1-2376<br>(Commission File Number) | 94-0479804<br>(I.R.S. Employer<br>Identification No.) |
|---|------------------------------------|---|

|  |                     |
|--|---------------------|
| 2929 Walnut Street<br>Philadelphia, Pennsylvania<br>(Address of principal executive offices) | 19104<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: 215-299-6668

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Indicate by  
check mark  
whether the  
registrant is  
an emerging  
growth  
company as  
defined in 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.

Check the appropriate box below if the Form 8-K 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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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EXPLANATORY NOTE:

This Form 8-K/A is filed as an amendment to the Current Report on Form 8-K filed by FMC Corporation, a Delaware corporation (the “Company”), under Item 5.07 on April 27, 2017 (the “8-K”), as previously amended, regarding the results of the Company’s Annual Meeting of Stockholders held on April 25, 2017 (the “Annual Meeting”). The sole purpose of this amendment is to revise paragraph (e) of the 8-K regarding the frequency of future shareholder advisory votes regarding the compensation of the Company’s named executive officers. Except as set forth herein, no other modifications to the 8-K are being made in this amendment.

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

At the Annual Meeting, the stockholders indicated their preference, in a non-binding advisory vote, with respect to (e) the frequency of future advisory votes regarding the compensation of the Company’s named executive officers. The number of votes cast to hold future advisory votes regarding executive compensation every year, every two years and every three years, and the number of shares abstaining, is set forth below:

|             | Votes      |
|-------------|------------|
| One Year    | 96,352,950 |
| Two Years   | 229,190    |
| Three Years | 8,374,919  |
| Abstain:    | 217,618    |

In accordance with these results and its previous recommendation (as set forth in the definitive proxy statement for the 2017 Annual Meeting), the Board of Directors of the Company has determined that the Company will hold future advisory votes regarding the compensation of the Company’s named executive officers every year until the next advisory vote on the frequency of advisory votes regarding executive compensation, which the Company expects to hold no later than its 2023 Annual Meeting of Stockholders.

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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 thereunto duly authorized.

FMC CORPORATION  
(Registrant)

Date: May 19, 2017 By: /s/  
ANDREA  
E.  
UTECHT  
Andrea E.  
Utecht  
Executive  
Vice  
President,  
General  
Counsel  
and  
Secretary