

SEABOARD CORP /DE/
Form 8-K
April 25, 2017
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) April 24, 2017

Seaboard Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 1-3390 (Commission File Number) | 04-2260388 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|--|---------------------|
| 9000 West 67th Street, Merriam, Kansas (Address of principal executive offices) | 66202 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (913) 676-8800

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 a Vote of Security Holders

Seaboard Corporation held its annual meeting of stockholders on April 24, 2017 in Waltham, Massachusetts. Five items were submitted to a vote as described in Seaboard's Proxy Statement dated March 10, 2017. The following table briefly describes the proposals and results of the stockholders' vote.

| | Votes in Favor | Votes Withheld |
|--|----------------|----------------|
| 1. Election of the following persons as directors: | | |
| Steven J. Bresky | 1,046,406 | 79,378 |
| David A. Adamsen | 1,118,752 | 7,032 |
| Douglas W. Baena | 1,122,914 | 2,870 |
| Edward I. Shifman, Jr. | 1,119,866 | 5,918 |
| Paul M. Squires | 1,045,858 | 79,926 |

| | Votes in Favor | Votes Against | Votes Abstaining |
|--|----------------|---------------|------------------|
| 2. Proposal that the stockholders of Seaboard Corporation approve, on an advisory basis, the compensation of Seaboard's Named Executive Officers, including the disclosure in the Compensation Discussion and Analysis section, the tabular disclosure regarding such compensation and the accompanying narrative disclosures set forth in such proxy statement. | 1,119,950 | 4,758 | 1,076 |

| | Choice 1 | Choice 2 | Choice 3 | Votes Abstaining |
|--|----------|----------|----------|------------------|
| 3. Proposal that the stockholders of Seaboard Corporation determine, on an advisory basis, that the frequency of stockholder advisory votes on the compensation of Seaboard Corporation's Named Executive Officers be: | 142,496 | 395 | 982,251 | 642 |

Choice 1 – every year;

Choice 2 – every two years; or
 Choice 3 – every three years.

| | Votes in Favor | Votes Against | Votes Abstaining |
|--|----------------|---------------|------------------|
| 4. Proposal that the stockholders of Seaboard Corporation approve the adoption of the Seaboard Corporation Executive Incentive Plan. | 1,120,540 | 4,417 | 827 |

| | Votes in Favor | Votes Against | Votes Abstaining |
|---|----------------|---------------|------------------|
| 5. Ratification and approval of the selection of KPMG LLP as independent auditors for 2017. | 1,155,573 | 1,202 | 1,620 |

There were 32,611 broker non-votes each with respect to the election of directors and the stockholder proposals requesting approval of Named Executive Officer compensation approval, the frequency of stockholder advisory votes on compensation and adoption of the Executive Incentive Plan. There were 0 broker non-votes with respect to the selection of independent auditors.

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 thereunto duly authorized.

DATE: April 25, 2017

Seaboard Corporation

By: /s/ Robert L. Steer
Robert L. Steer, Executive Vice President,
Chief Financial Officer