

GENERAL DYNAMICS CORP  
Form 8-K  
May 02, 2019

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 2, 2019 (May 1, 2019)

GENERAL DYNAMICS CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

Delaware                                      1-3671                                      13-1673581  
(State or Other Jurisdiction    (Commission    (IRS Employer  
of Incorporation)                      File Number)    Identification No.)  
2941 Fairview Park Drive, Suite 100, Falls Church, Virginia    22042-4513  
(Address of Principal Executive Offices)                                      (Zip Code)  
(703) 876-3000  
(Registrant's Telephone Number, Including Area Code)  
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.

Securities registered pursuant to Section 12(b) of the Act:

Title  
of  
each  
class  
Common

Trading Symbol Name of each exchange on which registered

New York Stock Exchange

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

The voting results for matters submitted to the company's shareholders for consideration at the Annual Meeting held on May 1, 2019, are set forth below.

In an uncontested election, each of the following nominees was elected to the Board of Directors according to the following votes:

|                       | For         | Against   | Abstain   | Broker<br>Non-Votes |
|-----------------------|-------------|-----------|-----------|---------------------|
| James S. Crown        | 235,937,219 | 8,922,750 | 1,644,636 | 25,507,639          |
| Rudy F. deLeon        | 244,712,170 | 1,546,643 | 245,792   | 25,507,639          |
| Cecil D. Haney        | 245,933,528 | 296,169   | 274,908   | 25,507,639          |
| Lester L. Lyles       | 242,891,618 | 3,353,361 | 259,626   | 25,507,639          |
| Mark M. Malcolm       | 245,721,570 | 508,332   | 274,703   | 25,507,639          |
| Phebe N. Novakovic    | 243,412,897 | 2,861,870 | 229,838   | 25,507,639          |
| C. Howard Nye         | 244,996,906 | 1,248,794 | 258,905   | 25,507,639          |
| William A. Osborn     | 243,443,859 | 2,780,422 | 280,324   | 25,507,639          |
| Catherine B. Reynolds | 245,705,425 | 542,617   | 256,563   | 25,507,639          |
| Laura J. Schumacher   | 244,274,726 | 1,989,287 | 240,592   | 25,507,639          |
| Peter A. Wall         | 245,530,422 | 710,618   | 263,565   | 25,507,639          |

The results of voting on Proposals 2 through 5 (as numbered in the company's 2019 Proxy Statement) were as follows:

Proposal 2. Shareholders approved the selection of KPMG LLP as the company's independent auditors for 2019.

|   | For         | Against   | Abstain | Broker<br>Non-Votes |
|---|-------------|-----------|---------|---------------------|
| Approval of KPMG as Independent<br>Auditors | 270,126,340 | 1,579,471 | 306,433 | —                   |

Proposal 3. Shareholders approved, on an advisory basis, the compensation paid to the company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and contained in the 2019 Proxy Statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

|  | For         | Against   | Abstain | Broker<br>Non-Votes |
|--|-------------|-----------|---------|---------------------|
| Advisory Vote to Approve Executive<br>Compensation | 237,037,536 | 8,986,855 | 480,214 | 25,507,639          |

Proposal 4. Shareholders approved the General Dynamics United Kingdom Share Save Plan.

|  | For         | Against   | Abstain | Broker<br>Non-Votes |
|--|-------------|-----------|---------|---------------------|
| Approval of the General Dynamics<br>United Kingdom Share Save Plan | 241,438,409 | 4,635,383 | 430,813 | 25,507,639          |

Proposal 5. Shareholders rejected a shareholder proposal to require that the chairman of the Board of Directors be an independent director.

|   | For        | Against     | Abstain | Broker<br>Non-Votes |
|---|------------|-------------|---------|---------------------|
| Shareholder Proposal Regarding an<br>Independent Board Chairman | 57,626,233 | 188,369,113 | 509,259 | 25,507,639          |

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.

GENERAL DYNAMICS CORPORATION

by/s/ Gregory S. Gallopoulos  
Gregory S. Gallopoulos  
Senior Vice President, General Counsel and  
Secretary  
(Authorized Officer)

Dated: May 2, 2019