

CORNING INC /NY  
Form 10-K/A  
March 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**Form 10-K/A**  
**Amendment No. 1**

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2013**

**OR**

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 1-3247**

**CORNING INCORPORATED**

**(Exact name of registrant as specified in its charter)**

**NEW YORK**  
(State or other jurisdiction of

**16-0393470**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

**ONE RIVERFRONT PLAZA, CORNING, NY**  
(Address of principal executive offices)

**14831**  
(Zip Code)

**607-974-9000**

(Registrant's telephone number, including area code)

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

**Title of each class**  
**Common Stock, \$0.50 par value per share**

**Name of each exchange on which registered**  
**New York Stock Exchange**

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐  
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐  
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 28, 2013, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$21 billion based on the \$14.23 price as reported on the New York Stock Exchange.

There were 1,392,124,762 shares of Corning's common stock issued and outstanding as of January 31, 2014.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Definitive Proxy Statement dated March 13, 2014, and filed for the Registrant's 2014 Annual Meeting of Shareholders are incorporated into Part III, as specifically set forth in Part III.

### **EXPLANATORY NOTE**

We are filing this Amendment No. 1 on Form 10-K/A (this Amendment ) to our Annual Report on Form 10-K for the year ended December 31, 2013 (the Original Annual Report ) for the sole purpose of filing Exhibits 10.70 (Form of Officer Severance Agreement), 10.71 (Form of Officer Change in Control Agreement) and 21 (Subsidiaries of the Registrant) which, due to a financial printer error, were inadvertently omitted from our Original Annual Report filed on February 10, 2014. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits hereto.

Except as described above, this Amendment does not amend, update or change the financial statements or any other disclosures in the Original Annual Report and does not reflect events occurring after the filing of the Original Annual Report.

**SIGNATURES**

Pursuant to the requirements of Sections 13 or 15(d) 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.

Corning Incorporated

|    |  |  |                |
|----|--|--|----------------|
| By | /s/ R. Tony Tripeny<br>(R. Tony Tripeny) | Senior Vice President   Corporate Controller<br>(Principal Accounting Officer) | March 21, 2014 |
|----|--|--|----------------|

**EXHIBIT INDEX**

- 10.70 Form of Officer Severance Agreement dated as of January 1, 2014 between Corning Incorporated and each of the following individuals: Lewis A. Steverson.
- 10.71 Form of Officer Change in Control Agreement dated as of January 1, 2014 between Corning Incorporated and each of the following individuals: Lewis A. Steverson.
- 21 Subsidiaries of the Registrant at December 31, 2013.
- 31.1 Certification Pursuant to Rule 13a-15(e) and 15d-15(e), As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification Pursuant to Rule 13a-15(e) and 15d-15(e), As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.