

CUMMINS INC  
Form 8-K  
May 13, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report: May 13, 2014

CUMMINS INC.  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Indiana   | 1-4949                   | 35-0257090                              |
| (State or other Jurisdiction of<br>Incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

500 Jackson Street  
P. O. Box 3005  
Columbus, IN 47202-3005  
(Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (812) 377-5000

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 (see General Instruction A.2. below):

- 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))

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

On May 13, 2014, Cummins Inc. (the “Company”) held its 2014 annual meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders voted on the following proposals:

The election of eight directors for a one year term to expire at the Company’s 2015 annual meeting of shareholders;

An advisory vote on the compensation of the Company’s named executive officers;

The ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s auditors for 2014; and

A shareholder proposal regarding confidential voting.

As of the March 11, 2014 record date for the determination of the shareholders entitled to notice of, and to vote at, the Annual Meeting, 183,879,156 shares of Common Stock were outstanding and entitled to vote, each entitled to one vote per share. Approximately 84.5% of all votes were represented at the Annual Meeting in person or by proxy.

The following are the final votes on the matters presented for shareholder approval at the Annual Meeting:

1. Election of Eight Directors For A One Year Term To Expire at the Company’s 2015 Annual Meeting Of Shareholders

| Name                       | For         | Against   | Abstain | Broker Non-Votes |
|----------------------------|-------------|-----------|---------|------------------|
| N. Thomas Linebarger       | 129,988,261 | 7,299,767 | 574,525 | 17,610,461       |
| William I. Miller          | 135,447,427 | 2,198,402 | 216,724 | 17,610,461       |
| Alexis M. Herman           | 132,829,322 | 4,791,954 | 241,277 | 17,610,461       |
| Georgia R. Nelson          | 136,889,124 | 739,730   | 233,699 | 17,610,461       |
| Robert K. Herdman          | 137,049,718 | 502,479   | 310,356 | 17,610,461       |
| Robert J. Bernhard         | 137,123,421 | 462,470   | 276,662 | 17,610,461       |
| Dr. Franklin R. Chang Diaz | 136,932,098 | 673,585   | 256,870 | 17,610,461       |
| Stephen B. Dobbs           | 137,103,942 | 452,513   | 306,098 | 17,610,461       |

2. Advisory Vote on the Compensation of the Company’s Named Executive Officers

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 134,653,784 | 2,565,493 | 643,276 | 17,610,461       |

3. Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company’s Auditors for 2014

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 153,681,600 | 1,531,029 | 260,385 | N/A              |

4. Shareholder Proposal Regarding Confidential Voting

| For        | Against    | Abstain   | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 49,572,199 | 87,150,221 | 1,140,133 | 17,610,461       |



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 hereunto duly authorized.

Date: May 13, 2014

CUMMINS INC.

/s/ Marsha L. Hunt  
Marsha L. Hunt  
Vice President - Corporate Controller  
(Principal Accounting Officer)