

SOUTHWEST AIRLINES CO  
Form 8-K  
May 20, 2016

**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 18, 2016**

**SOUTHWEST AIRLINES CO.**

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

**Texas**  
**(State or other Jurisdiction)**

**1-7259**  
**(Commission)**

**74-1563240**  
**(IRS Employer)**

**of Incorporation)**

**File Number)**

**Identification No.)**

**P.O. Box 36611, Dallas, Texas**  
**(Address of Principal Executive Offices)**

**75235-1611**  
**(Zip Code)**

**Registrant's telephone number, including area code: (214) 792-4000**

**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))

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

(a) The Annual Meeting of Shareholders of Southwest Airlines Co. (the Company) was held in Chicago, Illinois on Wednesday, May 18, 2016.

(b) The following matters were voted on by the Company's Shareholders at the Annual Meeting and received the following votes:

1. Proposal 1 Election of eleven Directors for terms expiring at the 2017 Annual Meeting of Shareholders:

| NOMINEE               | VOTES FOR   | VOTES      |             | BROKER NON-VOTES |
|-----------------------|-------------|------------|-------------|------------------|
|                       |             | AGAINST    | ABSTENTIONS |                  |
| David W. Biegler      | 487,938,128 | 5,866,097  | 2,223,138   | 83,013,493       |
| J. Veronica Biggins   | 488,117,706 | 5,715,336  | 2,194,321   | 83,013,493       |
| Douglas H. Brooks     | 488,267,611 | 5,576,118  | 2,183,634   | 83,013,493       |
| William H. Cunningham | 479,672,601 | 11,454,907 | 4,899,855   | 83,013,493       |
| John G. Denison       | 488,020,560 | 6,274,263  | 1,732,540   | 83,013,493       |
| Thomas W. Gilligan    | 488,050,322 | 5,817,051  | 2,159,990   | 83,013,493       |
| Gary C. Kelly         | 475,896,671 | 16,971,894 | 3,158,798   | 83,013,493       |
| Grace D. Lieblein     | 488,186,611 | 5,609,642  | 2,231,110   | 83,013,493       |
| Nancy B. Loeffler     | 485,970,309 | 7,845,275  | 2,211,779   | 83,013,493       |
| John T. Montford      | 484,664,329 | 9,215,110  | 2,147,924   | 83,013,493       |
| Ron Ricks             | 487,302,107 | 7,242,621  | 1,482,635   | 83,013,493       |

2. Proposal 2 An advisory (non-binding) vote to approve the compensation of the Company's named executive officers:

| VOTES FOR   | VOTES      |             | BROKER NON-VOTES |
|-------------|------------|-------------|------------------|
|             | AGAINST    | ABSTENTIONS |                  |
| 469,313,233 | 24,918,345 | 1,795,785   | 83,013,493       |

3. Proposal 3 A proposal to ratify the selection of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2016:

| VOTES FOR   | VOTES     |             | BROKER NON-VOTES |
|-------------|-----------|-------------|------------------|
|             | AGAINST   | ABSTENTIONS |                  |
| 569,799,104 | 7,387,568 | 1,854,184   | 0                |

4. Proposal 4 An advisory (non-binding) vote on a shareholder proposal to adopt a shareholder proxy access bylaw:

| VOTES FOR   | VOTES<br>AGAINST | ABSTENTIONS | BROKER NON-<br>VOTES |
|-------------|------------------|-------------|----------------------|
| 340,818,458 | 151,905,368      | 3,303,537   | 83,013,493           |

(c) Not applicable.

(d) Not applicable.

**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.

May 20, 2016

By: /s/ Mark R. Shaw  
*Senior Vice President, General Counsel, &  
Corporate Secretary*