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SunEdison Semiconductor Ltd
Form 8-K
August 04, 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): August 3, 2016

SunEdison Semiconductor Limited
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|--------------------------------------|
| Singapore | 001-36460 | N/A |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

11 Lorong 3 Toa Payoh
Singapore 319579
(Address of Principal executive offices, including Zip Code)

(65) 6681-9300
(Registrant's telephone number, including area code)

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

On August 3, 2016, the following matters were voted on and approved by the Company's shareholders at the Company's Annual General Meeting of Shareholders:

(1) The election of seven directors;

The re-appointment of KPMG LLP as the Company's independent registered public accounting firm and

(2) independent Singapore auditor for the year ending December 31, 2016, and to authorize the Audit Committee of the Board of Directors to fix its remuneration through the date of the Company's 2017 Annual General Meeting of Shareholders;

(3) The cash compensation for the Company's non-employee directors for services rendered by them through the date of the Company's 2017 Annual General Meeting of Shareholders and for each approximately 12-month period thereafter;

(4) The general authorization for the directors of the Company to allot and issue ordinary shares;

(5) The Share Repurchase Mandate authorizing the acquisition by the Company of its own issued ordinary shares; and

(6) The amendment of the Company's Constitution to eliminate the corporate opportunity exclusion for its former parent company.

The following is a summary of the voting results for each matter presented to the shareholders:

Proposal 1 - Election of Directors:

| | For | Against | Abstain |
|--------------------------------|------------|------------|---------|
| Mr. Antonio R. Alvarez | 29,994,018 | 50,742 | 500,144 |
| Mr. Gideon Argov | 30,039,288 | 4,986 | 500,630 |
| Mr. Michael F. Bartholomeusz | 30,033,313 | 10,986 | 500,605 |
| Mr. Jeffrey A. Beck | 30,032,092 | 12,178 | 500,634 |
| Ms. Justine F. Lien | 30,039,314 | 4,981 | 500,609 |
| Dr. Shaker Sadasivam | 29,833,394 | 211,986 | 499,524 |
| Mr. Abdul Jabbar Bin Karam Din | 15,710,474 | 14,333,191 | 501,239 |

Proposal 2 - To approve the re-appointment of KPMG LLP as the Company's independent registered public accounting firm and independent Singapore auditor for the year ending December 31, 2016, and to authorize the Audit Committee of the Board of Directors to fix its remuneration through the date of the Company's 2017 Annual General Meeting of Shareholders:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 36,010,988 | 19,628 | 1,643 | — |

Proposal 3 - To approve the cash compensation for the Company's non-employee directors for services rendered by them through the date of the Company's 2017 Annual General Meeting of Shareholders and for each approximately 12-month period thereafter, as set forth in the Company's notice of, and proxy statement relating to, its 2016 Annual General Shareholder Meeting:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 30,022,718 | 519,852 | 2,334 | 5,482,355 |

Proposal 4 - To approve the general authorization for the directors of the Company to allot and issue ordinary shares, as set forth in the Company's notice of, and proxy statement relating to, its 2016 Annual General Shareholder Meeting:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,718,632 | 824,542 | 1,730 | 5,487,355 |

Proposal 5 - To approve the Share Repurchase Mandate authorizing the acquisition by the Company of its own issued ordinary shares, as set forth in the Company's notice of, and proxy statement relating to, its 2016 Annual General Shareholder Meeting:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 24,973,055 | 5,405,002 | 166,847 | 5,487,355 |

Proposal 6 - To approve the amendment of the Company's Constitution to eliminate the corporate opportunity exclusion for its former parent company, as set forth in the Company's notice of, and proxy statement relating to, its 2016 Annual General Shareholder Meeting:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 30,537,360 | 1,468 | 6,076 | 5,487,355 |

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.

SUNEDISON SEMICONDUCTOR LIMITED

Date: August 4, 2016 By: /s/ Sally H. Townsley

Name: Sally H. Townsley

Title: Senior Vice President and General Counsel