

MCDERMOTT INTERNATIONAL INC  
Form 8-K  
April 29, 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): April 29, 2016**

**McDermott International, Inc.**

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

**REPUBLIC OF PANAMA**  
**(State or other jurisdiction**

**of incorporation)**

**001-08430**  
**(Commission**

**File Number)**

**72-0593134**  
**(IRS Employer**

**Identification No.)**

**757 N. Eldridge Parkway**

**Houston, Texas**  
**(Address of principal executive offices)**

**77079**  
**(Zip Code)**

**Registrant's Telephone Number, including Area Code: (281) 870-5000**

**(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.*****Results of Annual Meeting of Stockholders***

McDermott International, Inc. held its 2016 Annual Meeting of Stockholders (the Annual Meeting ) on Friday, April 29, 2016, in Houston, Texas. Set forth below are the final voting results on each matter submitted to a vote of stockholders at the Annual Meeting. Each proposal is described in more detail in our Proxy Statement for the Annual Meeting dated March 18, 2016.

Proposal 1: The stockholders elected each of the nine director nominees to our Board of Directors for a one-year term, with the voting results as follows:

| <b>Nominee</b>           | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------|-----------------------|-------------------------|
| John F. Bookout, III     | 146,139,956      | 2,489,824             | 59,366,045              |
| Roger A. Brown           | 145,680,589      | 2,949,191             | 59,366,045              |
| David Dickson            | 146,194,405      | 2,435,375             | 59,366,045              |
| Stephen G. Hanks         | 146,026,641      | 2,603,139             | 59,366,045              |
| Erich Kaeser             | 146,475,924      | 2,153,856             | 59,366,045              |
| Gary P. Luquette         | 145,953,411      | 2,676,369             | 59,366,045              |
| William H. Schumann, III | 146,042,883      | 2,586,897             | 59,366,045              |
| Mary L. Shafer-Malicki   | 145,757,391      | 2,872,389             | 59,366,045              |
| David A. Trice           | 145,913,059      | 2,716,721             | 59,366,045              |

Proposal 2: The stockholders approved, on an advisory basis, our named executive officer compensation, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 130,247,531 | 17,681,311     | 700,938            | 59,366,045              |

Proposal 3: The stockholders ratified the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2016, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |
|-------------|----------------|--------------------|
| 206,122,730 | 1,472,395      | 400,700            |

Proposal 4: The stockholders approved the 2016 McDermott International, Inc. Executive Incentive Compensation Plan, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 141,059,075 | 6,809,804      | 760,901            | 59,366,045              |

Proposal 5: The stockholders approved the 2016 McDermott International, Inc. Long Term Incentive Compensation Plan, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 137,592,174 | 10,343,976     | 693,630            | 59,366,045              |

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 thereunto duly authorized.

McDERMOTT INTERNATIONAL, INC.

By: /s/ Stuart Spence  
Stuart Spence  
Executive Vice President and Chief  
Financial Officer

April 29, 2016