

MARSH & MCLENNAN COMPANIES, INC.
Form 8-K
May 21, 2018
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 17, 2018

Marsh & McLennan Companies, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-5998

36-2668272

(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

1166 Avenue of the Americas, New York, NY 10036

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (212) 345-5000

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The Annual Meeting of Stockholders of Marsh & McLennan Companies, Inc. (the “Company”) was held on May 17, 2018. Represented at the meeting were 457,986,438 shares, or 90.10%, of the Company’s 508,306,867 shares of common stock outstanding and entitled to vote at the meeting. Set forth below are the final voting results for the actions taken by the stockholders at the meeting.

1. The Company’s stockholders elected the twelve (12) director nominees named below to a one-year term expiring at the 2019 annual meeting or until their successors are elected and qualified, with each receiving the following votes:

Director Nominee	Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstained	Broker Non-Votes
Anthony K. Anderson	419,663,287	3,725,617	460,073	34,137,461
Oscar Fanjul	415,275,764	8,160,399	412,814	34,137,461
Daniel S. Glaser	422,598,609	870,512	379,856	34,137,461
H. Edward Hanway	421,889,092	1,551,827	408,058	34,137,461
Deborah C. Hopkins	422,433,772	985,839	429,366	34,137,461
Elaine La Roche	422,765,785	640,146	443,046	34,137,461
Steven A. Mills	418,228,762	5,227,917	392,298	34,137,461
Bruce P. Nolop	420,783,059	2,636,362	429,556	34,137,461
Marc D. Oken	412,147,773	10,846,106	855,098	34,137,461
Morton O. Schapiro	406,030,750	17,417,311	400,916	34,137,461
Lloyd M. Yates	422,760,281	668,699	419,997	34,137,461
R. David Yost	422,232,463	1,233,727	382,787	34,137,461

2. The Company’s stockholders approved, by nonbinding vote, the compensation of the Company’s named executive officers, as disclosed in the Company’s 2018 Proxy Statement, with the following vote:

Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstained	Broker Non-Votes
400,740,331	21,378,760	1,729,886	34,137,461

3. The Company’s stockholders ratified the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018, with the following vote:

Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstained	Broker Non-Votes
448,769,124	8,759,586	457,728	N/A

4. The Company's stockholders approved additional shares for two Marsh & McLennan Companies stock purchase plans, with the following vote:

Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstained	Broker Non-Votes
421,464,464	1,713,667	670,846	34,137,461

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.

MARSH & McLENNAN COMPANIES, INC.

By: /s/ Katherine J. Brennan

Name: Katherine J. Brennan

Title: Deputy General Counsel, Corporate Secretary & Chief Compliance Officer

Date: May 21, 2018