

CABOT CORP  
Form 8-K  
March 13, 2015

**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 (Date of earliest event reported): March 12, 2015**

**CABOT CORPORATION**  
**(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of Incorporation)**

**1-5667**  
**(Commission)**

**04-2271897**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**TWO SEAPORT LANE, SUITE 1300, BOSTON, MASSACHUSETTS**  
**(Address of Principal Executive Offices)**  
**(617) 345-0100**

**02210-2019**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**(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 (*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 March 12, 2015, the Company held its annual meeting of stockholders pursuant to notice duly given. The Company's stockholders voted on the following four proposals and cast their votes as set forth below.

1. All of the Board's nominees for director were elected to the class of directors whose term expires in 2018 by the votes set forth in the table below:

|                      | For        | Against    | Abstain | Broker Non-Votes |
|----------------------|------------|------------|---------|------------------|
| John K. McGillicuddy | 54,453,329 | 1,217,711  | 254,854 | 3,063,263        |
| John F. O'Brien      | 53,015,761 | 2,770,641  | 139,492 | 3,063,263        |
| Lydia W. Thomas      | 53,724,127 | 2,063,343  | 138,424 | 3,063,263        |
| Mark S. Wrighton     | 44,435,172 | 11,314,951 | 175,771 | 3,063,263        |

In addition to the directors elected at the meeting to the class of directors whose terms expire in 2018, the terms of office of the following directors continued after the meeting: Juan Enriquez, William C. Kirby, Roderick C.G. MacLeod, Henry F. McCance, Patrick M. Prevost, Sue H. Rataj, Ronaldo H. Schmitz, and Matthias Wolfgruber.

2. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers by the votes set forth in the table below:

|                   |            |
|-------------------|------------|
| For:              | 54,129,325 |
| Against:          | 1,526,037  |
| Abstain:          | 270,532    |
| Broker Non-Votes: | 3,063,263  |

3. The Company's stockholders approved the 2015 Directors' Stock Compensation Plan by the votes set forth in the table below:

|                   |            |
|-------------------|------------|
| For:              | 53,908,272 |
| Against:          | 1,720,275  |
| Abstain:          | 297,347    |
| Broker Non-Votes: | 3,063,263  |

4. The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2015 by the votes set forth in the table below:

|          |            |
|----------|------------|
| For:     | 57,576,848 |
| Against: | 1,282,853  |
| Abstain: | 129,456    |

The proposal to ratify the appointment of Deloitte & Touche LLP was a routine matter and, therefore, there were no broker non-votes relating to that matter.

**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.

**CABOT CORPORATION**

By: /s/ Brian A. Berube  
Name: Brian A. Berube  
Title: Senior Vice President and General  
Counsel

Date: March 13, 2015