

SERVICE CORP INTERNATIONAL  
Form 8-K  
May 25, 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 23, 2018

Service Corporation International  
(Exact name of registrant as specified in its charter)

Texas 1-6402-1 74-1488375  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

1929 Allen Parkway Houston, Texas 77019  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (713) 522-5141

(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 240.13a-4(c))

Indicate by check mark whether the registrant is an emerging growth company 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

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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.

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

On May 23, 2018, SCI held an annual meeting of shareholders and the shareholders voted on seven proposals as set forth below.

Proposal 1: Election of Directors.

The shareholders cast their votes as follows and elected five directors.

| Nominee              | Votes       |                      | Abstentions | Broker<br>Non-Votes |
|----------------------|-------------|----------------------|-------------|---------------------|
|                      | For         | Against/<br>Withheld |             |                     |
| Anthony L. Coelho    | 141,150,310 | 12,874,140           | -0-         | 15,011,064          |
| Jakki L. Haussler    | 152,809,500 | 1,214,950            | -0-         | 15,011,064          |
| Sara Martinez Tucker | 152,149,046 | 1,875,404            | -0-         | 15,011,064          |
| Marcus A. Watts      | 144,022,062 | 10,002,388           | -0-         | 15,011,064          |
| Edward E. Williams   | 142,369,229 | 11,655,221           | -0-         | 15,011,064          |

Proposal 2: Approval of the Selection of PricewaterhouseCoopers LLP as the Company's Registered Public Accounting Firm for Fiscal 2018.

The shareholders approved the proposal by casting their votes as follows.

| Votes For   | Votes Against | Abstentions | Broker | Non-Votes |
|-------------|---------------|-------------|--------|-----------|
| 162,675,976 | 5,847,571     | 511,967     | -0-    |           |

Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation.

The shareholders approved the proposal by casting their votes as follows.

| Votes For   | Votes Against | Abstentions | Broker     | Non-Votes |
|-------------|---------------|-------------|------------|-----------|
| 137,672,889 | 15,836,854    | 514,707     | 15,011,064 |           |

Proposal 4: Approval of Proposal to Declassify the Board of Directors.

The shareholders approved the proposal by casting their votes as follows.

| Votes For   | Votes Against | Abstentions | Broker     | Non-Votes |
|-------------|---------------|-------------|------------|-----------|
| 152,934,594 | 844,601       | 245,255     | 15,011,064 |           |

Proposal 5: Approval of Proposal to Eliminate Certain Supermajority Vote Requirements in the Company's Restated Articles of Incorporation and Bylaws.

The shareholders approved the proposal by casting their votes as follows.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 152,797,656 | 978,355       | 248,439     | 15,011,064       |

Proposal 6: Approval of Proposal to Reduce the Supermajority Vote Requirement to Approve Business Combinations with Interested Shareholders.

The shareholders approved the proposal by casting their votes as follows.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 152,690,706 | 1,115,345     | 218,399     | 15,011,064       |

Proposal 7: Shareholder Proposal to Require an Independent Board Chairman.

The shareholders cast their votes as follows. The proposal failed because a majority of the shares were voted against the proposal.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 62,318,947 | 91,122,016    | 583,487     | 15,011,064       |

Item 9.01 Exhibits

Exhibit No. Description

- 3.1 Certificate of Amendment to Restated Articles of Incorporation
  - 3.4 Bylaws
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Signature

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 25, 2018

Service Corporation  
International

By: /s/ Gregory T.  
Sangalis  
Gregory T.  
Sangalis  
Senior Vice  
President  
General  
Counsel and  
Secretary