

COMCAST CORP
Form 8-K
June 01, 2012

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 31, 2012

Comcast Corporation
(Exact Name of Registrant
as Specified in its Charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

001-32871
(Commission File
Number)

27-0000798
(IRS Employer
Identification No.)

One Comcast Center
Philadelphia, PA
(Address of Principal
Executive Offices)

19103-2838
(Zip Code)

Registrant's telephone number, including area code: (215) 286-1700

(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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) At our annual meeting of shareholders held on May 31, 2012, our shareholders approved, or did not approve, the following proposals.

(b) The following proposals are described in detail in Comcast Corporation's definitive proxy statement dated April 20, 2012. The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

(1) All of the director nominees named in the Proxy Statement were elected to serve as directors for one-year terms.

| Director | For | Withheld | Broker Non-Votes |
|----------------------|-------------|------------|---------------------|
| Kenneth J. Bacon | 331,834,491 | 26,817,171 | 19,468,481 |
| Sheldon M. Bonovitz | 354,579,747 | 4,071,915 | 19,468,481 |
| Joseph J. Collins | 287,218,934 | 71,432,728 | 19,468,481 |
| J. Michael Cook | 355,157,944 | 3,493,718 | 19,468,481 |
| Gerald L. Hassell | 287,183,211 | 71,468,451 | 19,468,481 |
| Jeffrey A. Honickman | 352,317,221 | 6,334,441 | 19,468,481 |
| Eduardo G. Mestre | 355,378,325 | 3,273,337 | 19,468,481 |
| Brian L. Roberts | 350,205,771 | 8,445,891 | 19,468,481 |
| Ralph J. Roberts | 354,814,630 | 3,837,032 | 19,468,481 |
| Johnathan A. Rodgers | 357,712,632 | 939,030 | 19,468,481 |
| Dr. Judith Rodin | 280,652,134 | 77,999,528 | 19,468,481 |

(2) The appointment of Deloitte & Touche LLP as our independent auditors for the 2012 fiscal year was ratified.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 374,808,772 | 2,694,358 | 617,013 | N/A |

(3) The Comcast Corporation 2002 Employee Stock Purchase Plan, as amended and restated, was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 355,400,146 | 2,624,916 | 626,600 | 19,468,481 |

(4) The Comcast-NBCUniversal 2011 Employee Stock Purchase Plan, as amended and restated, was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 355,345,242 | 2,669,521 | 636,899 | 19,468,481 |

(5) The shareholder proposal to provide for cumulative voting in the election of directors was not approved.

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| | | | Broker Non-Votes |
|-------------|-------------|---------|---------------------|
| For | Against | Abstain | |
| 100,484,995 | 257,276,326 | 890,341 | 19,468,481 |

(6) The shareholder proposal to require that the Chairman of the Board be an independent director was not approved.

| | | | Broker Non-Votes |
|------------|-------------|---------|---------------------|
| For | Against | Abstain | |
| 75,327,817 | 282,661,349 | 662,496 | 19,468,481 |

(7) The shareholder proposal to adopt a share retention policy for senior executives was not approved.

| | | | Broker Non-Votes |
|------------|-------------|---------|---------------------|
| For | Against | Abstain | |
| 39,817,492 | 317,902,164 | 932,006 | 19,468,481 |

(8) The shareholder proposal to make poison pills subject to a shareholder vote was approved.

| | | | Broker Non-Votes |
|-------------|-------------|---------|---------------------|
| For | Against | Abstain | |
| 186,504,511 | 171,414,885 | 732,266 | 19,468,481 |

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.

COMCAST CORPORATION

Date: June 1, 2012

By: /s/ Arthur R. Block
Arthur R. Block
Senior Vice President, General Counsel and
Secretary