

DARLING INGREDIENTS INC.

Form 8-K

May 13, 2016

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 May  
of 10,  
of 2016  
earliest  
event  
reported)

DARLING  
INGREDIENTS  
INC.

(Exact Name of  
Registrant as  
Specified in  
Charter)

|                                                   |                                           |                     |
|---------------------------------------------------|-------------------------------------------|---------------------|
| Delaware                                          | 001-13323                                 | 36-2495346          |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission (IRS Employer<br>File Number) | Identification No.) |

251  
O'CONNOR  
RIDGE  
BLVD., 75038  
SUITE 300,  
IRVING,  
TEXAS  
(Address  
of  
Principal (Zip Code)  
Executive  
Offices)

(972) 717-0300

Registrant's  
telephone  
number,  
including  
area code:

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.

At the annual meeting of stockholders of Darling Ingredients Inc. (the "Company") held on May 10, 2016, the stockholders elected the Company's Board of Directors and voted upon two Board proposals contained within the Company's Proxy Statement dated March 31, 2016.

The Board nominees were elected with the following vote:

| Nominee                 | For         | Against   | Abstentions | Broker<br>Non<br>Votes |
|-------------------------|-------------|-----------|-------------|------------------------|
| Randall C. Stuewe       | 131,750,213 | 7,924,815 | 66,307      | 8,102,649              |
| D. Eugene Ewing         | 134,992,137 | 4,683,691 | 65,507      | 8,102,649              |
| Dirk Kloosterboer       | 137,809,015 | 1,865,312 | 67,008      | 8,102,649              |
| Mary R. Korby           | 138,189,953 | 1,507,185 | 44,197      | 8,102,649              |
| Cynthia Pharr Lee       | 138,709,336 | 925,677   | 106,322     | 8,102,649              |
| Charles Macaluso        | 137,292,304 | 2,383,064 | 65,967      | 8,102,649              |
| Gary W. Mize            | 138,663,864 | 1,011,011 | 66,460      | 8,102,649              |
| Justinus J.G.M. Sanders | 135,831,096 | 3,844,832 | 65,407      | 8,102,649              |
| Michael Urbut           | 137,380,575 | 2,294,951 | 65,809      | 8,102,649              |

The stockholders voted on the following proposals and cast their votes as described below:

Board proposal to ratify the selection of KPMG LLP, independent registered public accounting firm, as the Company's independent registered public accountant for the fiscal year ending December 31, 2016:

| For         | Against   | Abstentions | Broker<br>Non<br>Votes |
|-------------|-----------|-------------|------------------------|
| 146,647,548 | 1,110,574 | 85,862      | —                      |

Board proposal to approve, on an advisory basis, the Company's executive compensation:

| For        | Against    | Abstentions | Broker<br>Non<br>Votes |
|------------|------------|-------------|------------------------|
| 93,728,884 | 45,324,975 | 687,476     | 8,102,649              |

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.

DARLING INGREDIENTS INC.

Date: May 13, 2016 By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President and  
General Counsel