

AT&T INC.
Form 8-K
May 02, 2019

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) April 26, 2019

AT&T INC.
(Exact Name of Registrant as Specified in Charter)

Delaware 1-8610 43-1301883
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

208 S. Akard St., Dallas, Texas 75202
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (210) 821-4105

(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))

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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

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.

Securities Registered Pursuant to Section 12(b) of the Act

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Shares (Par Value \$1.00 Per Share) | T | New York Stock Exchange |

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Floating Rate AT&T Inc. Global Notes due June 4, 2019 | T 19B | New York Stock Exchange |
| Floating Rate AT&T Inc. Global Notes due August 3, 2020 | T 20C | New York Stock Exchange |
| 1.875% AT&T Inc. Global Notes due December 4, 2020 | T 20 | New York Stock Exchange |
| 2.65% AT&T Inc. Global Notes due December 17, 2021 | T 21B | New York Stock Exchange |
| 1.45% AT&T Inc. Global Notes due June 1, 2022 | T 22B | New York Stock Exchange |
| 2.50% AT&T Inc. Global Notes due March 15, 2023 | T 23 | New York Stock Exchange |
| Floating Rate AT&T Inc. Global Notes due September 5, 2023 | T23 D | New York Stock Exchange |
| 1.05% AT&T Inc. Global Notes due September 5, 2023 | T 23E | New York Stock Exchange |
| 1.30% AT&T Inc. Global Notes due September 5, 2023 | T 23A | New York Stock Exchange |
| 2.75% AT&T Inc. Global Notes due May 19, 2023 | T 23C | New York Stock Exchange |
| 2.40% AT&T Inc. Global Notes due March 15, 2024 | T 24A | New York Stock Exchange |
| 3.50% AT&T Inc. Global Notes due December 17, 2025 | T 25 | New York Stock Exchange |

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| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| 1.80% AT&T Inc. Global Notes due September 5, 2026 | T 26D | New York Stock Exchange |
| 2.90% AT&T Inc. Global Notes due December 4, 2026 | T 26A | New York Stock Exchange |
| 2.35% AT&T Inc. Global Notes due September 5, 2029 | T 29D | New York Stock Exchange |
| 4.375% AT&T Inc. Global Notes due September 14, 2029 | T 29B | New York Stock Exchange |
| 2.60% AT&T Inc. Global Notes due December 17, 2029 | T 29A | New York Stock Exchange |
| 3.55% AT&T Inc. Global Notes due December 17, 2032 | T 32 | New York Stock Exchange |
| 5.20% AT&T Inc. Global Notes due November 18, 2033 | T 33 | New York Stock Exchange |
| 3.375% AT&T Inc. Global Notes due March 15, 2034 | T 34 | New York Stock Exchange |
| 2.45% AT&T Inc. Global Notes due March 15, 2035 | T 35 | New York Stock Exchange |

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| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|--|
| 3.15% AT&T Inc. Global Notes due September 4, 2036 | T 36A | New York Stock Exchange |
| 7.00% AT&T Inc. Global Notes due April 30, 2040 | T 40 | New York Stock Exchange |
| 4.25% AT&T Inc. Global Notes due June 1, 2043 | T 43 | New York Stock Exchange |
| 4.875% AT&T Inc. Global Notes due June 1, 2044 | T 44 | New York Stock Exchange |
| 5.35% AT&T Inc. Global Notes due November 1, 2066 | TBB | New York Stock Exchange |
| 5.625% AT&T Inc. Global Notes due August 1, 2067 | TBC | New York Stock Exchange |

Item 5.07 Submission of Matters to a Vote of Security Holders

Annual Meeting of Stockholders

The 2019 Annual Meeting of the stockholders of AT&T Inc. was held on April 26, 2019, in Dallas, Texas. Stockholders representing 6,057,416,471 shares, or 83.00%, of the 7,298,497,469 common shares outstanding as of the February 27, 2019, record date were present in person or were represented at the meeting by proxy. Final voting results are shown below.

Each matter was determined by a majority of votes cast, except that the advisory approval of executive compensation was a non-binding proposal.

Election of Directors

The following Directors were elected by the affirmative vote of a majority of the votes cast:

| Nominees for Director | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|--------------------------|----------------|-----------------|--------------------|-----------------|------------|------------------|
| | Number | % of Votes Cast | Number | % of Votes Cast | | |
| Randall L. Stephenson | 3,832,932 | 130.95.14 | 195,692 | 0.064.86 | 36,978,027 | 1,991,801,905 |
| Samuel A. Di Piazza, Jr. | 3,935,937 | 97.097.49 | 101,184 | 0.9732.51 | 28,488,913 | 1,991,801,905 |
| Richard W. Fisher | 3,974,474 | 815.98.45 | 62,711 | 1.537 1.55 | 28,421,812 | 1,991,801,905 |
| Scott T. Ford | 3,947,714 | 893.97.79 | 89,149 | 859 2.21 | 28,745,796 | 1,991,802,505 |
| Glenn H. Hutchins | 3,985,632 | 825.98.73 | 51,136 | 724 1.27 | 28,843,335 | 1,991,801,905 |
| William E. Kennard | 3,953,985 | 712.97.95 | 82,856 | 695 2.05 | 28,769,328 | 1,991,801,905 |
| Michael B. McCallister | 3,955,893 | 580.98.00 | 80,670 | 196 2.00 | 29,048,971 | 1,991,802,505 |
| Beth E. Mooney | 3,986,560 | 838.98.70 | 52,332 | 314 1.30 | 26,707,896 | 1,991,801,905 |
| Matthew K. Rose | 3,882,044 | 976.96.74 | 130,910 | 329.3.26 | 52,654,034 | 1,991,802,505 |
| Cynthia B. Taylor | 3,975,685 | 115.98.43 | 63,291 | 019 1.57 | 26,632,859 | 1,991,801,905 |
| Laura D'Andrea Tyson | 3,880,313 | 946.96.08 | 158,439 | 376.3.92 | 26,839,823 | 1,991,801,905 |
| Geoffrey Y. Yang | 3,945,848 | 518.97.75 | 91,005 | 977 2.25 | 28,756,599 | 1,991,802,505 |

Proposals Submitted by Board of Directors

The ratification of the appointment of Independent Auditors received the affirmative vote of a majority of the votes cast and was passed. The advisory approval of executive compensation also received the affirmative vote of a majority of the votes cast in a non-binding vote.

| Proposal | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|---|----------------|-----------------|--------------------|-----------------|------------|------------------|
| | Number | % of Votes Cast | Number | % of Votes Cast | | |
| Ratification of appointment of Independent Auditors | 5,854,717,206 | 97.30 | 162,394,171 | 2.70 | 40,291,730 | |
| Advisory approval of executive compensation | 3,637,814,948 | 90.95 | 362,019,034 | 9.05 | 65,772,026 | 1,991,802,505 |

Proposal Submitted by a Stockholder

The following proposal failed to receive the affirmative vote of the majority of votes cast and was defeated.

| Proposal | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|-------------------|----------------|-----------------|--------------------|-----------------|------------|------------------|
| | Number | % of Votes Cast | Number | % of Votes Cast | | |
| Independent Chair | 1,624,850,396 | 40.54 | 2,383,196,256 | 59.46 | 57,494,999 | 1,991,810,075 |

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.

AT&T INC.

By: /s/ George B.
Goeke

Date: May 2, 2019

George B. Goeke
Senior Vice
President and
Treasurer

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