

PRAXAIR INC
Form 8-K
April 28, 2016

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) April 26, 2016

PRAXAIR, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other jurisdiction of incorporation)

1-11037
(Commission)

06-124-9050
(IRS Employer)

File Number)

Identification No.)

39 OLD RIDGEBURY ROAD, DANBURY, CT

06810-5113

(Address of principal executive offices)

(Zip Code)

(203) 837-2000

(Registrant's telephone number, including area code)

N/A

(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 240.13e-4(c))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of Praxair, Inc. was held on April 26, 2016 (the Annual Meeting), at which shareholders voted upon the items set forth below. The total number of shares that were present or represented by proxy at the Annual Meeting was 253,285,246, which was 88.78% of the shares outstanding and entitled to vote and which constituted a quorum. The final voting results of the items submitted to a vote of the shareholders are set forth below.

Proposal 1

The eleven nominees for election as a director were elected to serve until the 2017 annual meeting of shareholders, and until his or her successor is elected and qualified. The vote results were as follows, with each nominee having received at least 95.07% of the votes cast for his or her election:

| Director Nominees | Shares For | Shares Against | Shares Abstained | Broker Non-Votes | % of Votes Cast For |
|--------------------------|-------------------|-----------------------|-------------------------|-------------------------|----------------------------|
| Stephen F. Angel | 224,607,349 | 10,831,054 | 804,372 | 17,042,471 | 95.07 |
| Oscar Bernardes | 231,855,340 | 3,682,499 | 704,936 | 17,042,471 | 98.14 |
| Nance K. Dicciani | 231,020,376 | 4,972,706 | 249,693 | 17,042,471 | 97.79 |
| Edward G. Galante | 232,396,061 | 3,569,485 | 277,229 | 17,042,471 | 98.37 |
| Ira D. Hall | 233,165,380 | 2,794,351 | 283,044 | 17,042,471 | 98.70 |
| Raymond W. LeBoeuf | 230,198,684 | 5,710,674 | 333,417 | 17,042,471 | 97.44 |
| Larry D. McVay | 235,161,157 | 824,515 | 257,103 | 17,042,471 | 99.54 |
| Denise L. Ramos | 234,630,363 | 1,347,489 | 264,923 | 17,042,471 | 99.32 |
| Martin H. Richenhagen | 228,408,248 | 7,572,488 | 262,039 | 17,042,471 | 96.68 |
| Wayne T. Smith | 228,355,171 | 7,565,764 | 321,840 | 17,042,471 | 96.66 |
| Robert L. Wood | 233,177,240 | 2,787,025 | 278,510 | 17,042,471 | 98.70 |

Proposal 2

Shareholders ratified the appointment of PricewaterhouseCoopers LLP as the independent auditor, by the votes set forth below.

| Shares Voted For | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-------------------------|-----------------------------|-------------------------|-------------------------|
| 250,716,719 | 2,292,187 | 276,340 | 0 |
| (98.99% of votes cast) | (0.90% of votes cast) | | |

Proposal 3

Shareholders approved an advisory vote on Named Executive Officer Compensation, by the votes set forth below.

| Shares Voted For | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-------------------------|-----------------------------|-------------------------|-------------------------|
| 221,597,281 | 13,336,714 | 1,308,780 | 17,042,471 |
| (93.80% of votes cast) | (5.65% of votes cast) | | |

Proposal 4

Shareholders approved the material terms of performance goals under Praxair's Section 162(m) plan, by the votes set forth below.

| Shares Voted For | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-------------------------|-----------------------------|-------------------------|-------------------------|
| 230,331,232 | 5,274,515 | 637,028 | 17,042,471 |
| (97.50% of votes cast) | (2.23% of votes cast) | | |

Proposal 5

Shareholders rejected a shareholder proposal regarding dividends and share repurchases, by the votes set forth below.

| Shares Voted For | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|-------------------------|-----------------------------|-------------------------|-------------------------|
| 3,238,208 | 232,143,586 | 860,981 | 17,042,471 |
| (1.37% of votes cast) | (98.26% of votes cast) | | |

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.

PRAXAIR, INC.

Registrant

Date: April 27, 2016

By: /s/ Guillermo Bichara

Guillermo Bichara

Vice President, General Counsel and Secretary