

INTERNATIONAL BUSINESS MACHINES CORP
Form 8-K
October 30, 2017

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: **October 30, 2017**

(Date of earliest event reported)

INTERNATIONAL BUSINESS MACHINES
CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State of Incorporation)

1-2360
(Commission File Number)

13-0871985
(IRS employer Identification No.)

ARMONK, NEW YORK
(Address of principal executive offices)

10504
(Zip Code)

914-499-1900

(Registrant's telephone number)

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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))

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. ☐

Item 5.02(d) Election of Directors.

On October 30, 2017, IBM announced that Joseph Swedish, chairman, president and chief executive officer of Anthem, Inc., and Frederick Waddell, chairman and chief executive officer of Northern Trust Corporation, have each been elected to the IBM Board of Directors, effective October 30, 2017. Mr. Swedish and Mr. Waddell have both joined the IBM Directors and Corporate Governance Committee.

IBM's compensatory and other arrangements for non-management directors are set forth in the company's Proxy Statement, dated March 13, 2017. The press release is attached as Exhibit 99.1 of this Form 8-K.

Item 5.03(a) Amendment to Bylaws.

In connection with the election of Joseph Swedish and Frederick Waddell to the IBM Board of Directors, effective October 30, 2017, Article III, Section 2 of IBM's By-laws was amended to increase the number of directors to fifteen, effective October 30, 2017. Exhibit 3.2 of this Form 8-K contains IBM's amended By-laws.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being filed as part of this report:

Exhibit No.	Description of Exhibit
3.2	<u>The By-laws of IBM, as amended through October 30, 2017</u>
99.1	<u>Press Release, dated October 30, 2017</u>

IBM's web site (www.ibm.com) contains a significant amount of information about IBM, including financial and other information for investors (www.ibm.com/investor/). IBM encourages investors to visit its various web sites from time to time, as information is updated and new information is posted.

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.

Date: October 30, 2017

By: /s/ Christina M. Montgomery
Christina M. Montgomery
Vice President, Assistant General Counsel and Secretary