

AMAZON COM INC  
Form 8-K  
May 23, 2014

**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**

**MAY 21, 2014**

**DATE OF REPORT**  
**(DATE OF EARLIEST EVENT REPORTED)**

**AMAZON.COM, INC.**

**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

**DELAWARE**

**000-22513**  
**(COMMISSION)**

**91-1646860**  
**(IRS EMPLOYER)**

**(STATE OR OTHER  
JURISDICTION**

**FILE NO.)**

**IDENTIFICATION NO.)**

**OF INCORPORATION)**

**410 TERRY AVENUE NORTH, SEATTLE, WASHINGTON 98109-5210**

**(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)**

**(206) 266-1000**

**(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:

- .. 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**

On May 21, 2014, Amazon.com, Inc. held its Annual Meeting of Shareholders.

The following nominees were elected as directors, each to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified, by the vote set forth below:

| <b>Nominee</b>         | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------------------|-------------|----------------|----------------|-----------------------------|
| Jeffrey P. Bezos       | 370,322,806 | 6,563,539      | 1,559,679      | 35,229,205                  |
| Tom A. Alberg          | 374,490,934 | 2,951,888      | 1,003,202      | 35,229,205                  |
| John Seely Brown       | 375,865,813 | 1,631,384      | 948,827        | 35,229,205                  |
| William B. Gordon      | 375,265,253 | 2,338,985      | 841,786        | 35,229,205                  |
| Jamie S. Gorelick      | 375,542,627 | 1,960,736      | 942,661        | 35,229,205                  |
| Alain Monié            | 376,723,186 | 764,526        | 958,312        | 35,229,205                  |
| Jonathan J. Rubinstein | 376,420,602 | 1,076,275      | 949,147        | 35,229,205                  |
| Thomas O. Ryder        | 354,441,151 | 23,157,899     | 846,974        | 35,229,205                  |
| Patricia Q. Stonesifer | 375,186,106 | 2,442,972      | 816,946        | 35,229,205                  |

The appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending December 31, 2014 was ratified by the vote set forth below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------|----------------|----------------|-----------------------------|
| 411,261,963 | 1,343,840      | 1,069,426      |                             |

The compensation of our named executive officers as disclosed in the proxy statement was approved in an advisory vote as set forth below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------|----------------|----------------|-----------------------------|
| 367,282,706 | 9,435,076      | 1,728,242      | 35,229,205                  |

A shareholder proposal regarding a report concerning corporate political contributions was not approved, as set forth below:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 79,792,406 | 268,607,653    | 30,045,965     | 35,229,205                  |

**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.

**AMAZON.COM, INC. (REGISTRANT)**

By: /s/ David A. Zapolsky  
**David A. Zapolsky**  
**Senior Vice President**

Dated: May 23, 2014