

INTERNATIONAL PAPER CO /NEW/  
Form 8-K  
May 11, 2015

**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): May 11, 2015**

**International Paper Company**  
**(Exact name of registrant as specified in its charter)**

**Commission file number 1-3157**

**New York**  
**(State or other jurisdiction**  
  
**of incorporation)**

**13-0872805**  
**(IRS Employer**  
  
**Identification No.)**

**6400 Poplar Avenue, Memphis, Tennessee**  
**(Address of principal executive offices)**

**38197**  
**(ZIP Code)**

**Registrant's telephone number, including area code: (901) 419-7000**

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))

**SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.****Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) International Paper Company (the Company) held its annual meeting of shareowners on May 11, 2015.

(b) Of the 422,865,795 shares outstanding on the record date and entitled to vote at the meeting, 377,203,997 shares were present at the meeting in person or by proxy, constituting a quorum of 89.2 percent. The shareowners of the Company's common stock considered and voted upon three Company proposals and one shareowner proposal at the meeting.

**Item 1 Company Proposal to Elect 12 Directors**

The holders of the common stock of the Company elected each of the following nominees as directors, to serve a term of one year ending the earlier of (i) the Company's 2016 annual meeting of shareowners and the date a qualified successor has been elected, or (ii) death, resignation or retirement. The directors were elected by the following count:

<b>Directors</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
David J. Bronczek	323,094,103	2,166,308	996,330	50,947,256
William J. Burns	324,581,319	681,385	994,037	50,947,256
Ahmet C. Dorduncu	324,738,732	507,807	1,010,202	50,947,256
Ilene S. Gordon	322,974,430	2,304,243	978,068	50,947,256
Jay L. Johnson	324,540,868	722,585	993,288	50,947,256
Stacey J. Mobley	320,351,767	4,913,217	991,757	50,947,256
Joan E. Spero	324,342,533	927,504	986,704	50,947,256
Mark S. Sutton	303,378,281	15,852,833	7,025,627	50,947,256
John L. Townsend, III	323,073,760	2,194,759	988,222	50,947,256
William G. Walter	322,916,041	2,350,592	990,108	50,947,256
J. Steven Whisler	324,544,901	724,174	987,666	50,947,256
Ray G. Young	323,133,512	2,130,376	992,853	50,947,256

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**Item 2 Company Proposal to Ratify Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2015**

The holders of the Company's common stock ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015 by the following count:

				<b>Broker</b>
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
	371,759,320	4,242,083	1,202,594	

**Item 3 Company Proposal to Vote on a Non-Binding Resolution to Approve the Compensation of the Company's Named Executive Officers**

The holders of the Company's common stock supported the non-binding resolution to approve the compensation of the Company's named executive officers by the following count:

				<b>Broker</b>
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
	314,622,175	10,041,001	1,593,565	50,947,256

**Item 4 Shareowner Proposal Concerning a Policy on Accelerated Vesting of Equity Awards of Senior Executives Upon a Change in Control**

The holders of the Company's common stock did not approve the non-binding shareowner proposal concerning a policy on accelerated vesting of equity awards of senior executives upon a change in control by the following count:

				<b>Broker</b>
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
	119,234,831	204,431,249	2,590,661	50,947,256

(c) and (d) Not applicable.

**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.

**International Paper Company**

Date: May 11, 2015

By: /s/ SHARON R. RYAN

Name: Sharon R. Ryan

Title: Senior Vice President, General Counsel and  
Corporate Secretary