

NOW Inc.  
Form 8-K  
May 27, 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 27, 2015**

**NOW INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**7402 North Eldridge Parkway**

**001-36325**  
**(Commission**

**File Number)**

**46-4191184**  
**(IRS Employer**

**Identification No.)**

**77041**

**Houston, Texas**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: 281-823-4700**

**(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**

On May 27, 2015, NOW Inc. (the Company) held its Annual Meeting of Stockholders where the following matters were voted upon and approved by the Company's stockholders:

1. the election of three members to the Board of Directors;
2. the ratification of the appointment of Ernst & Young LLP as the Company's independent auditors for 2015;
3. the approval, on an advisory basis, of the compensation of our named executive officers;
4. the frequency for the advisory vote on named executive officer compensation to be conducted on an annual basis; and
5. the approval of the NOW Inc. Annual Incentive Plan for Executive Officers.

The following is a summary of the voting results for each matter presented to the Company's stockholders:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
<b>1. Election of directors:</b>				
Terry Bonno	92,004,368	204,420	34,427	7,440,181
Galen Cobb	92,002,761	206,562	33,892	7,440,181
James Crandell	82,059,346	10,150,873	32,996	7,440,181
The three directors nominated by the Board of Directors were re-elected to serve three-year terms expiring in 2018. There were no nominees to office other than the directors elected.				
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
<b>2. Ratification of the appointment of Ernst &amp; Young LLP as the Company's independent auditors for 2015</b>				
	99,358,496	66,149	258,751	0

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
3. Approval of the compensation of the Company's named executive officers	89,712,625	2,390,275	140,315	7,440,181
	<b>ONE YEAR</b>	<b>TWO YEARS</b>	<b>THREE YEARS</b>	<b>ABSTAIN</b>
4. Frequency for the advisory vote on the Company's named executive officer compensation	90,746,956	126,536	1,250,310	119,413
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
5. Approval of the NOW Inc. Annual Incentive Plan for Executive Officers	90,875,351	1,228,528	139,336	7,440,181

**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.

Date: May 27, 2015

NOW INC.

/s/ Raymond W. Chang  
Raymond W. Chang

Vice President & General Counsel