

TEREX CORP  
Form 8-K  
May 15, 2018

---

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, 2018

TEREX CORPORATION

---

(Exact Name of Registrant as Specified in Charter)

Delaware                      1-10702      34-1531521  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

200 Nyala Farm Road, Westport, Connecticut 06880  
(Address of Principal Executive Offices)              (Zip Code)

Registrant's telephone number, including area code (203) 222-7170

NOT APPLICABLE  
(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 (see General Instruction A.2. below):

- 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described under Item 5.07 of this Current Report, on May 11, 2018, at the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of Terex Corporation (the “Company”), the Company’s stockholders approved the Terex Corporation 2018 Omnibus Incentive Plan (the “Omnibus Plan”).

The Omnibus Plan provides for incentive compensation in the form of (i) options to purchase stock, (ii) stock appreciation rights, (iii) restricted stock awards, (iv) other stock awards, (v) cash awards and (vi) performance awards. A description of the material terms of the plan is set forth in Proposal 3, under the heading “Approval of the Terex Corporation 2018 Omnibus Incentive Plan” in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 30, 2018 (the “Proxy Statement”), which description is hereby incorporated by reference into this Item 5.02. The foregoing description of the Omnibus Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the Omnibus Plan, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Company’s Annual Meeting was held on May 11, 2018.

(b) At the Annual Meeting, the Company’s stockholders (i) elected Paula H. J. Cholmondeley, Donald DeFosset, Thomas J. Hansen, John L. Garrison, Matthew Hepler, Raimund Klinkner, Andra Rush, David A. Sachs, Oren G. Shaffer, David C. Wang and Scott W. Wine to the Company’s Board of Directors until the Company’s next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified, (ii) approved in an advisory vote, the compensation of the Company’s named executive officers, (iii) approved the Terex Corporation 2018 Omnibus Incentive Plan and (iv) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

The voting results for each matter submitted to a vote of stockholders at the Company’s Annual Meeting were as follows:

|                                    | For        | Against   | Abstain | Broker Non-Votes |
|------------------------------------|------------|-----------|---------|------------------|
| Proposal 1: Election of Directors: |            |           |         |                  |
| Paula H. J. Cholmondeley           | 59,267,900 | 1,453,765 | 79,536  | 9,217,190        |
| Donald DeFosset                    | 59,138,442 | 1,541,642 | 121,117 | 9,217,190        |
| John L. Garrison                   | 60,352,182 | 328,584   | 120,435 | 9,217,190        |
| Thomas J. Hansen                   | 59,798,066 | 870,044   | 133,091 | 9,217,190        |
| Matthew Hepler                     | 59,811,617 | 801,568   | 188,016 | 9,217,190        |
| Raimund Klinkner                   | 59,740,594 | 910,101   | 150,506 | 9,217,190        |
| Andra Rush                         | 60,456,793 | 281,996   | 62,412  | 9,217,190        |
| David A. Sachs                     | 59,993,447 | 685,359   | 122,395 | 9,217,190        |
| Oren G. Shaffer                    | 59,288,973 | 1,384,239 | 127,989 | 9,217,190        |
| David C. Wang                      | 59,213,841 | 1,457,689 | 129,671 | 9,217,190        |
| Scott W. Wine                      | 53,042,190 | 7,602,499 | 156,512 | 9,217,190        |

|   | For        | Against   | Abstain | Broker<br>Non-Votes |
|---|------------|-----------|---------|---------------------|
| Proposal 2: Advisory vote on the compensation of the Company's named executive officers   | 57,038,534 | 3,631,009 | 131,658 | 9,217,190           |
| Proposal 3: To approve the Terex Corporation 2018 Omnibus Incentive Plan  | 58,034,022 | 2,581,389 | 185,790 | 9,217,190           |
| Proposal 4: Ratification of the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm for the Company for 2018 | 68,657,122 | 1,293,015 | 68,254  | -0-                 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Terex Corporation 2018 Omnibus Incentive Plan (incorporated by reference to Appendix A of the DEFA 14A of Terex Corporation filed with the Securities and Exchange Commission on April 9, 2018.)

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 15, 2018  
TEREX CORPORATION

By: /s/ Eric I Cohen  
Eric I Cohen  
Senior Vice President, Secretary and General Counsel