

HARLEY DAVIDSON INC

Form 8-K

May 16, 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 10, 2018

Harley-Davidson, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin 1-9183 39-1382325
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)
3700 West Juneau Avenue, Milwaukee, Wisconsin 53208
(Address of principal executive offices, including zip code)
(414) 342-4680

(Registrant's telephone number, including area code)

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:

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 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of Harley-Davidson, Inc. (the "Company") held on May 10, 2018 (the "Annual Meeting"), the Company's shareholders voted on four proposals as set forth below, each of which is described in detail in the 2018 Proxy Statement. The number of votes cast for and against, and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

¹ The individuals listed below were elected at the Annual Meeting to serve as directors of the Company until the next annual meeting of shareholders or until each of their respective successors have been duly elected and qualified:

| Director Nominee | Shares Voted in Favor of | Shares Withholding Authority | Broker Non-Votes |
|-----------------------|--------------------------|------------------------------|------------------|
| Troy Alstead | 130,311,269 | 734,277 | 20,775,899 |
| R. John Anderson | 129,286,789 | 1,758,757 | 20,775,899 |
| Michael J. Cave | 125,016,314 | 6,029,232 | 20,775,899 |
| Allan Golston | 130,309,677 | 735,869 | 20,775,899 |
| Matthew S. Levatich | 130,330,632 | 714,914 | 20,775,899 |
| Sara L. Levinson | 124,256,045 | 6,789,501 | 20,775,899 |
| N. Thomas Linebarger | 130,145,833 | 899,713 | 20,775,899 |
| Brian R. Niccol | 129,293,844 | 1,751,702 | 20,775,899 |
| Maryrose T. Sylvester | 130,377,590 | 667,956 | 20,775,899 |
| Jochen Zeitz | 129,831,888 | 1,213,658 | 20,775,899 |

² The approval, on an advisory basis, of the compensation awarded to the Company's named executive officers, as described in the 2018 Proxy Statement. This proposal was approved as set forth below:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 82,532,550 | 47,996,772 | 516,224 | 20,775,899 |

³ The approval of the Amended and Restated Harley-Davidson, Inc. Director Stock Plan. This proposal was approved as set forth below:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 124,725,066 | 5,826,762 | 493,718 | 20,775,899 |

⁴ The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. This proposal was approved as set forth below:

| Shares Voted For | Shares Voted Against | Abstentions |
|------------------|----------------------|-------------|
| 145,192,349 | 6,169,545 | 459,551 |

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.

HARLEY-DAVIDSON, INC.

May 16, 2018 By: /s/ Stephen W. Boettinger
Stephen W. Boettinger

Assistant Secretary