

Matson, Inc.  
Form 8-K  
May 01, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 26, 2018**

**MATSON, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**HAWAII**  
(State or Other Jurisdiction of  
Incorporation)

**001-34187**  
(Commission File  
Number)

**99-0032630**  
(I.R.S. Employer Identification  
No.)

**1411 Sand Island Parkway**  
**Honolulu, Hawaii**  
(Address of Principal Executive  
Offices)

**96819**  
(Zip Code)

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Registrant's telephone number, including area code: **(808) 848-1211**

(Former Name or former address, if changed since last report)

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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 (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.

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The Letter Agreement is double trigger, so no payments are made and long-term incentives do not accelerate unless both a change in control and a qualifying termination of employment occur. There are no tax gross-ups under this agreement; payments may be reduced to the extent necessary to avoid the excise tax imposed by Section 4999 of the Internal Revenue Code. If there is a potential change in control of the Company, the executive agrees to remain in the employ of the Company until the earliest of (i) a date six months after the occurrence of the potential change in control, (ii) the termination of the executive's employment by reason of disability or retirement, or (iii) the occurrence of a change in control of the Company.

A copy of the Letter Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The foregoing description is qualified in its entirety by reference to such Exhibit.

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

On April 26, 2018, the Company held its 2018 Annual Meeting of Shareholders, at which: (i) seven directors of the Company's Board of Directors were elected, (ii) executive compensation was approved in an advisory vote, and (iii) the appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2018 was ratified.

Each matter was described in detail in the Company's Definitive Proxy Statement, filed with the Securities and Exchange Commission on March 12, 2018. The number of votes for, against or withheld, as well as the number of abstentions and broker non-votes, as to each matter voted upon at the 2018 Annual Meeting of Shareholders, were as follows:

Proposal 1: Election of Directors

Nominee	For	Withheld	Broker Non-Vote
W. Blake Baird	33,330,664	2,797,650	3,258,737
Michael J. Chun	35,851,171	277,143	3,258,737
Matthew J. Cox	36,001,277	127,037	3,258,737
Thomas B. Fargo	36,019,897	108,417	3,258,737
Mark H. Fukunaga	36,082,510	45,804	3,258,737
Stanley M. Kuriyama	36,084,487	43,827	3,258,737
Constance H. Lau	35,151,325	976,989	3,258,737

Proposal 2: Advisory Vote to Approve Executive Compensation

For	Against	Abstain	Broker Non-Vote
34,691,839	1,361,404	75,071	3,258,737

Proposal 3: Ratification of Independent Registered Accounting Firm

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<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
39,146,989	224,370	15,692	

**Item 9.01. Financial Statements and Exhibits.**

(a) - (c) Not applicable.

(d) Exhibits.

The exhibits listed below are being furnished with this Form 8-K.

- 10.1 Form of Letter Agreement
- 10.2 Letter Agreement Counterparties
- 99.1 Press Release issued by Matson, Inc., dated April 26, 2018

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 1, 2018

MATSON, INC.

/s/ Peter T. Heilmann  
Peter T. Heilmann  
Senior Vice President, General Counsel and Chief Administrative  
Officer