

CANADIAN PACIFIC RAILWAY LTD/CN
Form 8-K
May 11, 2017

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

May 10, 2017

Date of Report (Date of earliest event reported)

Canadian Pacific Railway Limited
(Exact name of registrant as specified in its charter)

Canada 001-01342 98-0355078
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

7550 Ogden Dale Road S.E., Calgary, Alberta,
Canada, T2C 4X9
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (403) 319-7000

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))

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

At the 2017 Annual Meeting of Shareholders held on May 10, 2017, the shareholders of Canadian Pacific Railway Limited (the "Corporation") voted on (1) appointment of Deloitte LLP as the Corporation's auditor until the close of the Corporation's next annual meeting of shareholders, (2) an advisory vote to approve the compensation of the Corporation's named executive officers (a "Say-on-Pay vote") and (3) the election of 10 directors nominated by the Corporation's board (the "Board") to serve until the Corporation's next annual meeting of shareholders or until their successors are elected or appointed. The proposals are further described in the Corporation's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 16, 2017 (the "Proxy Statement").

The tables below set forth the number of votes cast for, against or withheld, and the number of abstentions and broker non-votes, for each matter voted upon by the Corporation's shareholders.

1) Appointment of Auditor. The shareholders approved the appointment of Deloitte LLP as the Corporation's auditor until the close of the Corporation's next annual meeting of shareholders.

| | | |
|-------------|----------------|------------------|
| Votes For | Votes Withheld | Broker Non-Votes |
| 113,295,587 | 408,532 | 24,161 |

2) Advisory Vote to Approve the Compensation of the Corporation's Named Executive Officers. The shareholders voted for, on a non-binding advisory basis, the approval of the compensation of the Corporation's named executive officers as disclosed in the Compensation Discussion and Analysis section, executive compensation tables and accompanying narrative discussions contained in the Proxy Statement. Although this Say-on-Pay vote is an advisory vote and the results are not binding upon the Board, the Board will take into account the results of this vote, together with other shareholder feedback and best practices in compensation and governance.

| | | |
|------------|---------------|------------------|
| Votes For | Votes Against | Broker Non-Votes |
| 78,407,117 | 31,860,635 | 3,460,531 |

4) Election of Directors. The following individuals were elected to the Corporation's Board of Directors:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------|-------------|----------------|------------------|
| The Hon. John Baird | 108,020,723 | 2,271,194 | 3,436,366 |
| Isabelle Courville | 104,707,942 | 5,583,975 | 3,436,366 |
| Keith E. Creel | 109,864,163 | 427,754 | 3,436,366 |
| Gillian (Jill) H. Denham | 109,524,368 | 767,549 | 3,436,366 |
| William R. Fatt | 109,865,152 | 426,765 | 3,436,366 |
| Rebecca MacDonald | 107,639,756 | 2,652,161 | 3,436,366 |
| Matthew H. Paull | 109,145,257 | 1,146,660 | 3,436,366 |
| Jane Peverett | 109,530,250 | 761,667 | 3,436,366 |
| Andrew F. Reardon | 109,410,752 | 881,165 | 3,436,366 |
| Gordon T. Trafton II | 109,368,153 | 923,764 | 3,436,366 |

ITEM 8.01 Other Events.

On May 10, 2017, the Corporation issued a press release announcing the results of the 2017 Annual Meeting of Shareholders and director elections. A copy of this press release is attached as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Exhibit Description |
|--------------|--|
| Exhibit 99.1 | Press Release dated May 10, 2017, announcing the results of the 2017 Annual Meeting of Shareholders and director elections |

2

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.

Dated: May 10, 2017

CANADIAN PACIFIC RAILWAY
LIMITED

By: /s/ Scott Cedergren
Name: Scott Cedergren
Title: Assistant Corporate Secretary

3

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|--------------|--|
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