

OWENS ILLINOIS INC /DE/  
Form 8-K  
May 15, 2014

**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 15, 2014**

Date of Report (Date of earliest event reported)

**OWENS-ILLINOIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction)

**1-9576**

**22-2781933**

(IRS Employer)

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of incorporation)

(Commission  
File Number)

Identification No.)

**One Michael Owens Way**

**Perrysburg, Ohio**

**43551-2999**

(Address of principal executive offices)

(Zip Code)

**(567) 336-5000**

(Registrant's telephone number, including area code)

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

Check the appropriate box 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))
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**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Annual Meeting of the share owners of Owens-Illinois, Inc. (the Company) was held on May 15, 2014. The following proposals were submitted to a vote by the share owners:

Proposal 1 For the Election of Directors:

Each of the nominees for a one-year term on the Company's Board of Directors was elected by vote of the share owners as follows:

Name	For	Aggregate Vote Withheld	Broker Non-Votes
Jay L. Geldmacher	126,728,626	3,613,423	5,706,666
Peter S. Hellman	127,074,725	3,267,324	5,706,666
Anastasia D. Kelly	125,667,903	4,674,146	5,706,666
John J. McMackin, Jr.	115,780,697	14,561,352	5,706,666
Hari N. Nair	127,101,070	3,240,979	5,706,666
Hugh H. Roberts	127,086,994	3,255,055	5,706,666
Albert P. L. Stroucken	124,110,388	6,231,661	5,706,666
Carol A. Williams	127,502,614	2,839,435	5,706,666
Dennis K. Williams	127,079,860	3,262,189	5,706,666
Thomas L. Young	125,809,199	4,532,850	5,706,666

Proposal 2 Ratification of Selection of Independent Registered Public Accounting Firm:

The selection of Ernst & Young LLP as the Company's independent registered public accounting firm was ratified by vote of the share owners as follows:

For	Against	Aggregate Vote Abstentions	Broker Non-Votes
133,028,308	2,823,127	197,280	0

Proposal 3 Advisory vote to approve Named Executive Officer Compensation:

The compensation for the Company's named executive officers was approved by advisory (non-binding) vote of the share owners as follows:

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<b>For</b>	<b>Against</b>	<b>Aggregate Vote</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
125,529,589	4,245,906		566,554	5,706,666

Proposal 4 Vote to approve the second amendment and restatement of the 2005 Incentive Award Plan:

The second amendment and restatement of the Company's 2005 Incentive Award Plan was approved by a vote of the share owners as follows:

<b>For</b>	<b>Against</b>	<b>Aggregate Vote</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
122,314,456	7,613,627		413,966	5,706,666

**SIGNATURE**

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.

OWENS-ILLINOIS, INC.

Date: May 15, 2014

By:	/s/ Stephen P. Bramlage, Jr.
Name:	Stephen P. Bramlage, Jr.
Title:	Senior Vice President and Chief Financial Officer