

TIME WARNER CABLE INC.
Form 8-K
May 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 16, 2013

TIME WARNER CABLE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-33335
(Commission File Number)

84-1496755
(IRS Employer
Identification No.)

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60 Columbus Circle, New York, New York 10023

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 364-8200

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))

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

(a) The 2013 Annual Meeting was held on May 16, 2013.

(b) At the 2013 Annual Meeting, the stockholders elected all of the Company's nominees for director; ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year 2013; and approved the advisory vote on the Company's executive compensation. Stockholder proposals regarding (i) disclosure of lobbying activities and (ii) prohibition on accelerated vesting of equity awards in a change in control were not approved having received for votes from less than a majority of the votes duly cast by the holders of the Company's common stock, par value \$0.01 per share.

A. Election of Directors:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|------------------|----------------------|--------------------|-------------------------|
| Carole Black | 240,512,297 | 1,465,095 | 317,492 | 15,539,271 |
| Glenn A. Britt | 234,635,076 | 4,935,147 | 2,724,661 | 15,539,271 |
| Thomas H. Castro | 241,304,720 | 650,379 | 339,785 | 15,539,271 |
| David C. Chang | 241,579,314 | 379,905 | 335,665 | 15,539,271 |
| James E. Copeland, Jr. | 241,660,155 | 304,208 | 330,521 | 15,539,271 |
| Peter R. Haje | 239,957,645 | 1,936,394 | 400,845 | 15,539,271 |
| Donna A. James | 241,675,270 | 293,982 | 325,632 | 15,539,271 |
| Don Logan | 241,100,039 | 865,139 | 329,706 | 15,539,271 |
| N.J. Nicholas, Jr. | 240,042,115 | 1,918,152 | 334,617 | 15,539,271 |
| Wayne H. Pace | 241,246,668 | 706,369 | 341,847 | 15,539,271 |
| Edward D. Shirley | 240,530,431 | 1,421,330 | 343,123 | 15,539,271 |
| John E. Sununu | 239,174,886 | 2,778,768 | 341,230 | 15,539,271 |

B. Ratification of Ernst & Young LLP as Independent Auditors:

| | |
|---------------|-------------|
| Votes For | 254,187,243 |
| Votes Against | 2,958,319 |
| Abstentions | 688,593 |

C. Advisory Vote on Executive Compensation:

| | |
|------------------|-------------|
| Votes For | 211,282,565 |
| Votes Against | 29,888,153 |
| Abstentions | 1,124,166 |
| Broker Non-Votes | 15,539,271 |

D. Stockholder Proposal Regarding Disclosure of Lobbying Activities:

| | |
|------------------|-------------|
| Votes For | 32,477,315 |
| Votes Against | 188,968,684 |
| Abstentions | 20,848,885 |
| Broker Non-Votes | 15,539,271 |

E. Stockholder Proposal Regarding Prohibition on Accelerated Vesting of Equity Awards in a Change in Control:

| | |
|---------------|-------------|
| Votes For | 69,986,793 |
| Votes Against | 171,445,706 |
| Abstentions | 862,385 |

Broker Non-Votes

15,539,271

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.

TIME WARNER CABLE INC.

By: /s/ Marc Lawrence-Apfelbaum
Name: Marc Lawrence-Apfelbaum
Title: Executive Vice President, General Counsel
and Secretary

Date: May 21, 2013