**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**

**May 1, 2019**

Date of Report (Date of earliest event reported)

**TechnipFMC plc**

(Exact name of registrant as specified in its charter)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **England and Wales** | **001-37983** | |  | **98-1283037** |
| (State or other jurisdiction | (Commission File Number) | | | (I.R.S. Employer |
| of incorporation) |  |  |  | Identification No.) |
|  | **One St. Paul’s Churchyard** | | |  |
|  | **London, EC4M 8AP** | | |  |
|  | **United Kingdom** | | |  |
|  | (Address of Principal Executive Offices) (Zip Code) | | |  |
|  | **+44 203 429 3950** | | |  |
|  | (Registrant’s Telephone Number, Including Area Code) | | |  |
|  |  | **n/a** | |  |
|  | (Former name or former address, if changed since last report) | | |  |
|  |  | \_\_\_\_\_\_\_\_\_\_\_\_ |  |  |

**Securities registered pursuant to Section 12(b) of the Act:**

|  |  |  |
| --- | --- | --- |
| **Title of Each Class** | **Trading Symbol** | **Name of Each Exchange on Which Registered** |
|  |  |  |
| Ordinary shares, $1.00 par value per share | FTI | New York Stock Exchange |
|  |  |  |

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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**

TechnipFMC plc (the “Company”) held its Annual General Meeting of Shareholders on May 1, 2019 (the “Annual Meeting”) for the purpose of (1) electing each of the 12 director nominees for a term expiring at the Company’s 2020 Annual General Meeting of Shareholders or until his or her earlier death, retirement, resignation, or removal pursuant to the Company’s articles of association; (2) receiving the Company’s audited U.K. accounts for the year ended December 31, 2018, including the reports of the directors and the auditor thereon; (3) approving, on an advisory basis, the Company’s named executive officer (“NEO”) compensation for the year ended December 31, 2018 (the “Say-on-Pay Proposal for NEOs”); (4) approving, on an advisory basis, the frequency of future Say-on-Pay Proposals for NEOs; (5) approving, on an advisory basis, the Company’s directors’ remuneration report for the year ended December 31, 2018; (6) ratifying the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s U.S. independent registered public accounting firm for the year ending December 31, 2019; (7) re-appointing PwC as the Company’s U.K. statutory auditor under the U.K. Companies Act 2006, to hold office until the next annual general meeting of shareholders at which accounts are laid; and (8) authorizing the Board of Directors (the “Board”) and/or the Audit Committee of the Board (the “Audit Committee”) to determine the remuneration of PwC, in its capacity as the Company’s U.K. statutory auditor for the year ending December 31, 2019. Each proposal is more fully described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 15, 2019.

The following are the final voting results of the Annual Meeting.

1. The election of each of the 12 director nominees for a term expiring at the Company’s 2020 Annual General Meeting of Shareholders or until his or her earlier death, retirement, resignation, or removal pursuant to the Company’s articles of association was approved. The voting results were as follows:
   1. Election of director: Douglas J. Pferdehirt

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 278,151,794 | 92.1 | 23,776,681 | 7.9 | 301,928,475 | 67.1 | 5,687,220 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Arnaud Caudoux

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 215,103,790 | 70.2 | 91,343,768 | 29.8 | 306,447,558 | 68.1 | 1,168,137 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Pascal Colombani

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 298,498,760 | 97.4 | 7,960,021 | 2.6 | 306,458,781 | 68.1 | 1,156,914 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Marie-Ange Debon

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 256,127,641 | 86.2 | 40,854,965 | 13.8 | 296,982,606 | 66.0 | 10,633,089 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Eleazar de Carvalho Filho

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 272,282,118 | 88.7 | 34,789,900 | 11.3 | 307,072,018 | 68.2 | 543,677 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Claire S. Farley

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 299,433,373 | 97.5 | 7,626,672 | 2.5 | 307,060,045 | 68.2 | 555,650 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Didier Houssin

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 298,367,687 | 97.4 | 8,083,841 | 2.6 | 306,451,528 | 68.1 | 1,164,167 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Peter Mellbye

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 289,562,839 | 94.3 | 17,503,196 | 5.7 | 307,066,035 | 68.2 | 549,660 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: John O’Leary

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 298,739,298 | 97.5 | 7,701,025 | 2.5 | 306,440,323 | 68.1 | 1,175,372 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Kay G. Priestly

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 299,166,380 | 97.4 | 7,895,809 | 2.6 | 307,062,189 | 68.2 | 553,506 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: Joseph Rinaldi

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 300,066,884 | 97.9 | 6,373,079 | 2.1 | 306,439,963 | 68.1 | 1,175,732 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. Election of director: James M. Ringler

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 250,176,300 | 81.5 | 56,892,841 | 18.5 | 307,069,141 | 68.2 | 546,554 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. The receipt of the Company’s audited U.K. accounts for the year ended December 31, 2018, including the reports of the directors and the auditor thereon, was approved. The voting results were as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 310,342,671 | 98.8 | 3,625,606 | 1.2 | 313,968,277 | 69.8 | 787,122 | N/A |  |
|  |  |  |  |  |  |  |  |  |

1. The Company’s named executive officer (“NEO”) compensation for the year ended December 31, 2018 was approved, on an advisory basis. The voting results were as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 213,720,747 | 69.6 | 93,566,321 | 30.4 | 307,287,068 | 68.3 | 328,627 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. One year was approved, on an advisory basis, as the frequency of future Say-on-Pay Proposals for NEOs. The voting results were as follows:

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | 2 YEARS |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
|  |  |  | 3 YEARS (Number |  | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS |  |
| 1 YEAR (Number of votes) | 1 YEAR (%) | (Number of | 2 YEARS (%) | 3 YEARS (%) | VOTES (Number |  |
| of Votes) | VALIDLY CAST | PERCENTAGE OF | (Number of votes) |  |
|  |  | votes) |  |  | of votes) |  |
|  |  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |  |  |



301,205,901 98.1 346,421 0.1 5,426,340 1.8 306,978,662 68.2 637,033 7,139,704



Based on the results of this Proposal 4, the Company has determined to include future Say-on-Pay Proposals for NEOs every year until the next required frequency vote.

1. The Company’s directors’ remuneration report for the year ended December 31, 2018 was approved, on an advisory basis. The voting results were as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 245,541,292 | 79.9 | 61,734,154 | 20.1 | 307,275,446 | 68.3 | 340,249 | 7,139,704 |  |
|  |  |  |  |  |  |  |  |  |

1. The appointment of PwC as the Company’s U.S. independent registered public accounting firm for the year ending December 31, 2019 was ratified. The voting results were as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 310,040,197 | 98.6 | 4,277,416 | 1.4 | 314,317,613 | 69.8 | 437,786 | N/A |  |
|  |  |  |  |  |  |  |  |  |

1. The re-appointment of PwC as the Company’s U.K. statutory auditor under the U.K. Companies Act 2006, to hold office until the next annual general meeting of shareholders at which accounts are laid, was approved. The voting results were as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 309,820,157 | 98.6 | 4,512,036 | 1.4 | 314,332,193 | 69.8 | 423,206 | N/A |  |
|  |  |  |  |  |  |  |  |  |

1. The proposal to authorize the Board and/or the Audit Committee to determine the remuneration of PwC, in its capacity as the Company’s U.K. statutory auditor for the year ending December 31, 2019, was approved. The voting results were as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | TOTAL VOTES |  | BROKER NON- |  |
| FOR (Number of | PERCENT FOR | AGAINST (Number | PERCENT | TOTAL VOTES | VALIDLY CAST AS A | ABSTENTIONS (Number |  |
| VOTES (Number |  |
| votes) | (%) | of votes) | AGAINST (%) | VALIDLY CAST | PERCENTAGE OF | of votes) | of votes) |  |
|  |  |  |  |  | SHARES IN ISSUE (%) |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| 310,562,761 | 98.9 | 3,523,652 | 1.1 | 314,086,413 | 69.8 | 668,986 | N/A |  |
|  |  |  |  |  |  |  |  |  |

**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.

**TechnipFMC plc**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Date: May 3, 2019 | | By: /s/ Dianne B. Ralston | | |
|  |  | |  |  |
| Name: | Dianne B. Ralston | | | |
| Title: | Executive Vice President, | | | |
|  | Chief Legal Officer and Secretary | | | |
|  |  |  |  |  |
|  |  |  |  |  |