# **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

Date of Report (Date of earliest event reported):

June 11, 2021

## CATERPILLAR INC.

(Exact name of registrant as specified in its charter)

	Delaware	1-700	37-0602744	
	(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S Employer Identification	No.)
	510 Lake Cook R	Road, Suite 100, Deerfield	d, Illinois 60015	
	(Address of princ	cipal executive offices)	(Zip Code)	
	Registrant's telephone number, inc	luding area code: (22	4) 551-4000	
	Former name or former address	s, if changed since last repo	rt: <b>N/A</b>	
	Written communications pursuant to	Rule 425 under the Securities	Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 1	4a-12 under the Exchange Ac	t (17 CFR 240.14a-12)	
	Pre-commencement communications	s pursuant to Rule 14d-2(b) un	der the Exchange Act (17 CFR 240.14	d-2(b))
	Pre-commencement communications	s pursuant to Rule 13e-4(c) un	der the Exchange Act (17 CFR 240.13	e-4(c))
Secur	ities registered pursuant to Section 12(b)	) of the Act:		
	Title of each class	Trading Symbol (s)	Name of each exchange which re	gistered
Comn	non Stock (\$1.00 par value)	CAT	The New York Stock Exchan	ge
8% De	ebentures due February 15, 2023	CAT23	The New York Stock Exchan	ge
5.3%	Debentures due September 15, 2035	CAT35	The New York Stock Exchan	ge
	the appropriate box below if the Form 8 rant under any of the following provisions	•	eously satisfy the filing obligation of the	е
Indica	te by check mark whether the registrant	is an emerging growth compar	ly as defined by Rule 405 of the Securi	ties Act of
1933 chapte	(17 CFR §230.405 of this chapter) or Ri	ule 12b-2 of the Securities Ex	change Act of 1934 (17 CFR §240.12)	o-2 of this
	merging growth company, indicate by ch	neck mark if the registrant has	Emerging growth collected not to use the extended transiti	–
	mplying with any new or revised financial	-		•

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

On June 9, 2021, Caterpillar Inc. (the "Company") held a virtual 2021 Annual Shareholders Meeting. Set forth below are the voting results for each of the matters submitted to a vote of the Company's shareholders.

# Proposal 1 – Company Proposal - Election of Directors

All nominees for election to the Company's Board of Directors named in the Proxy Statement were elected, each to a one-year term, with the following vote:

Director	For	Against	Abstain	Broker Non-Votes
Kelly A. Ayotte	351,232,725	12,521,912	1,061,872	78,787,443
David L. Calhoun	343,895,658	18,193,059	2,727,792	78,787,443
Daniel M. Dickinson	344,947,678	18,793,409	1,075,422	78,787,443
Gerald Johnson	360,403,470	3,285,634	1,127,218	78,787,443
David W. MacLennan	361,353,545	2,308,045	1,154,919	78,787,443
Debra L. Reed-Klages	356,749,227	7,106,528	960,754	78,787,443
Edward B. Rust, Jr.	348,465,765	15,239,149	1,111,596	78,787,443
Susan C. Schwab	351,662,676	12,211,731	942,102	78,787,443
D. James Umpleby III	339,906,035	22,941,850	1,968,624	78,787,443
Miles D. White	303,951,277	59,780,158	1,085,074	78,787,443
Rayford Wilkins, Jr.	358,368,230	5,286,882	1,161,397	78,787,443

# Proposal 2 - Company Proposal - Ratification of Independent Registered Accounting Firm

The proposal requesting ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2021 was approved with the following vote:

For	Against	Abstain	
427,662,323	14,798,261	1,143,368	

## Proposal 3 – Company Proposal - Advisory vote on executive compensation

The proposal requesting that the shareholders of the Company approve executive compensation, on an advisory basis, was approved with the following vote:

For	Against	Abstain	Broker Non-Votes
342,337,931	19,903,448	2,575,130	78,787,443

# Proposal 4 – Shareholder Proposal – Report on Climate Policy

The proposal requesting that the Board of Directors provide additional disclosure of Caterpillar's climate activity was not approved based on the following vote:

For Against		Abstain	Broker Non-Votes
173,059,923	187,422,007	4,334,579	78,787,443

#### Proposal 5 – Shareholder Proposal – Report on Diversity and Inclusion

The proposal requesting the Board of Directors publish an annual report assessing the Company's diversity and inclusion was not approved based on the following vote:

For Against		Abstain	Broker Non-Votes
122,153,733	238,371,549	4,291,227	78,787,443

#### Proposal 6 – Shareholder Proposal – Transition to a Public Benefit Corporation

The proposal requesting that the Board of Directors amend the Company's Certificate of Incorporation and become a public benefit corporation was not approved based on the following vote:

For	Against	Abstain	Broker Non-Votes
10,645,284	350,338,593	3,832,632	78,787,443

#### Proposal 7 – Shareholder Proposal – Shareholder Action by Written Consent

The proposal requesting that the Board of Directors amend the Company's governing documents to permit shareholder action by written consent was not approved based on the following vote:

For	Against	Abstain	Broker Non-Votes
145,937,468	216,533,274	2,345,767	78,787,443

# Item 9.01 Financial Statements and Exhibits (d) Exhibits.

Exhibit			
<u>Number</u>	Description		

The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

# **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.

# CATERPILLAR INC.

June 11, 2021 By: /s/ Suzette M. Long

Suzette M. Long Chief Legal Officer and General Counsel