

**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): May 6, 2022

ABBVIE INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 001-35565 | 32-0375147 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**1 North Waukegan Road
North Chicago, Illinois 60064-6400**
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(847) 932-7900**

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))

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

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--------------------------------|--------------------------|---|
| Common Stock, \$0.01 Par Value | ABBV | New York Stock Exchange Chicago Stock Exchange |
| 1.500% Senior Notes due 2023 | ABBV23B | New York Stock Exchange |
| 1.375% Senior Notes due 2024 | ABBV24 | New York Stock Exchange |
| 1.250% Senior Notes due 2024 | ABBV24B | New York Stock Exchange |
| 0.750% Senior Notes due 2027 | ABBV27 | New York Stock Exchange |
| 2.125% Senior Notes due 2028 | ABBV28 | New York Stock Exchange |
| 2.625% Senior Notes due 2028 | ABBV28B | New York Stock Exchange |
| 2.125% Senior Notes due 2029 | ABBV29 | New York Stock Exchange |
| 1.250% Senior Notes due 2031 | ABBV31 | New York Stock Exchange |

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.

AbbVie Inc. ("AbbVie") held its Annual Meeting of Stockholders on May 6, 2022. The following is a summary of the matters voted on at that meeting.

- (1) The stockholders elected AbbVie's Class I Directors with terms expiring in 2025, as follows:

| Name | For | Against | Broker Non-Votes |
|------------------------|---------------|------------|------------------|
| William H. L. Burnside | 1,192,356,325 | 39,395,112 | 259,540,346 |
| Thomas C. Freyman | 1,197,976,130 | 33,775,307 | 259,540,346 |
| Brett J. Hart | 1,192,330,735 | 39,420,702 | 259,540,346 |
| Edward J. Rapp | 1,133,656,046 | 98,095,391 | 259,540,346 |

- (2) The stockholders ratified the appointment of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2022, as follows:

| For | Against | Abstain |
|---------------|-----------|-----------|
| 1,478,250,755 | 9,770,581 | 3,270,447 |

- (3) The stockholders approved, on an advisory basis, the compensation of AbbVie's named executive officers listed in the proxy statement for the 2022 annual meeting, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|-------------|-----------|------------------|
| 1,096,289,157 | 128,833,558 | 6,628,722 | 259,540,346 |

- (4) The stockholders did not approve the management proposal regarding amendment of the certificate of incorporation to eliminate supermajority voting, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|-----------|-----------|------------------|
| 1,218,279,066 | 8,897,735 | 4,574,636 | 259,540,346 |

- (5) The stockholders did not approve a stockholder proposal to adopt a policy to require an independent chair, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 371,759,169 | 854,161,715 | 5,830,553 | 259,540,346 |

- (6) The stockholders approved a stockholder proposal to seek shareholder approval of certain termination pay arrangements, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 617,084,685 | 608,049,472 | 6,617,280 | 259,540,346 |

- (7) The stockholders did not approve a stockholder proposal to issue a report on board oversight of competition practices, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 404,279,676 | 810,098,505 | 17,373,256 | 259,540,346 |

- (8) The stockholders did not approve a stockholder proposal to issue an annual report on political spending, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 484,276,406 | 740,658,343 | 6,816,668 | 259,540,346 |

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.

ABBVIE INC.

Date: May 11, 2022

By: /s/ Laura J. Schumacher
Laura J. Schumacher
Vice Chairman, External Affairs, Chief Legal Officer, and
Corporate Secretary
