#### 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 12, 2024

## CATERPILLAR INC.

(Exact name of registrant as specified in its charter)

Delaware1-76837-0602744(State or other jurisdiction of incorporation)(Commission File Number)(I.R.S Employer Identification No.)

5025 N. O'Connor Boulevard
Suite 100, Irving, Texas
(Address of principal executive offices)

**75039** 

of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (972) 891-7700

Former name or former address, if changed since last report: N/A

- " 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:

| Trading Symbol (s) | Name of each exchange which registered |
|--------------------|--|
| CAT                | The New York Stock Exchange            |
| CAT35              | The New York Stock Exchange            |
|                    | CAT                                    |

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:

Indicate by check mark whether the registrant is an emerging growth company as defined by Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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

On June 12, 2024, Caterpillar Inc. (the "Company") held a virtual 2024 Annual Shareholders Meeting (the "Annual Meeting"). Set forth below are the voting results for each of the matters submitted to a vote of the Company's shareholders at the Annual Meeting.

## **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 |
|----------------------|-------------|------------|---------|------------------|
| Daniel M. Dickinson  | 326,660,785 | 18,932,620 | 934,022 | 74,004,102       |
| James C. Fish, Jr.   | 341,428,127 | 4,271,250  | 828,049 | 74,004,102       |
| Gerald Johnson       | 340,106,896 | 5,605,381  | 815,150 | 74,004,102       |
| David W. MacLennan   | 327,003,152 | 18,718,624 | 805,651 | 74,004,102       |
| Judith F. Marks      | 341,824,512 | 3,873,416  | 829,499 | 74,004,102       |
| Debra L. Reed-Klages | 336,570,392 | 9,183,291  | 773,744 | 74,004,102       |
| Susan C. Schwab      | 333,731,841 | 11,960,261 | 835,325 | 74,004,102       |
| D. James Umpleby III | 325,887,710 | 19,643,492 | 996,225 | 74,004,102       |
| Rayford Wilkins, Jr. | 333,800,457 | 11,879,631 | 847,339 | 74,004,102       |

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

The proposal requesting ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2024 was approved with the following vote:

| For         | Against    | Abstain |
|-------------|------------|---------|
| 403,595,983 | 16,114,120 | 821,426 |

#### Proposal 3 - Company Proposal - Advisory Vote to Approve 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 |
|-------------|------------|-----------|------------------|
| 321,850,327 | 22,746,919 | 1,930,181 | 74,004,102       |

#### Proposal 4 - Shareholder Proposal - Independent Board Chairman

The proposal requesting that the Board of Directors adopt a policy, and amend governing documents as necessary, requiring that two separate people hold the offices of Chairman of the Board of Directors and Chief Executive Officer was not approved based on the following vote:

| For         | Against     | Abstain   | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 108,014,627 | 236,756,305 | 1,756,038 | 74,004,102       |

#### **Proposal 5 - Shareholder Proposal - Lobbying Disclosure**

The proposal requesting that the Board of Directors issue an annual report describing certain Company lobbying and policy influence activities was not approved based on the following vote:

| For        | Against     | Abstain   | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 79,632,882 | 263,694,581 | 3,199,944 | 74,004,102       |

#### Proposal 6 - Shareholder Proposal - Director Board Service

The proposal requesting that the Board of Directors adopt a policy, and amend governing documents as necessary, forbidding directors from simultaneously sitting on the board of directors of two or more other companies and two or more non-corporate organizations was not approved based on the following vote:

| For       | Against     | Abstain   | Broker Non-Votes |
|-----------|-------------|-----------|------------------|
| 5,325,304 | 339,010,066 | 2,192,057 | 74,004,102       |

#### **Item 7.01 Regulation FD Disclosure**

On June 12, 2024, the Board of Directors declared a quarterly cash dividend of one dollar and forty-one cents (\$1.41) per share of Company common stock, payable on August 20, 2024 to shareholders of record at the close of business on July 22, 2024. The per share dividend of \$1.41 is an increase of eleven cents from the previous quarterly dividend of \$1.30 per share. On the same date, the Board added \$20.0 billion to the Company's current share repurchase authorization, which was launched in 2022 with no expiration date. With the new authorization, the Company may repurchase up to approximately \$21.8 billion of its common stock. On the same date, the Company issued a press release announcing the dividend increase and updated repurchase authorization. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K, including Exhibit 99.1 is being furnished in accordance with the provisions of General Instructions B.2 of Form 8-K.

## **Item 9.01 Financial Statements and Exhibits**

#### (d) Exhibits.

Exhibit

<u>Number</u> Description

99.1 Caterpillar Inc. press release dated June 12, 2024

104 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 14, 2024 By: /s/ Derek Owens

Derek Owens

Chief Legal Officer and General Counsel