

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 10, 2019**

Masco Corporation

(Exact name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-5794
(Commission File Number)

38-1794485
(IRS Employer
Identification No.)

17450 College Parkway, Michigan
(Address of Principal Executive Offices)

48152
(Zip Code)

(313) 274-7400

Registrant's telephone number, including area code

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:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$1.00 par value	MAS	New York Stock Exchange, Inc.

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 pursuant to Section 13(a) of the Exchange Act.

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

Masco Corporation (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting") on May 10, 2019 at its corporate office in Livonia, Michigan. At the Annual Meeting, Company stockholders elected three Class I directors, approved the compensation paid to the Company's named executive officers ("say-on-pay") and ratified the selection of the Company's independent auditors. The votes cast on each of the three proposals are set forth below. As of the record date, 294,294,053 shares of Company common stock were outstanding and entitled to vote.

Proposal 1 : The election of three Class I directors to serve until the Annual Meeting in 2022.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Marie A. Ffolkes	234,540,512	1,038,179	336,527	18,153,476
Donald R. Parfet	215,251,845	20,262,062	401,311	18,153,476
Lisa A. Payne	225,063,379	10,517,877	333,962	18,153,476
Reginald M. Turner	230,826,961	4,716,626	371,631	18,153,476

Proposal 2 : A non-binding advisory vote to approve the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables, and the related material disclosed in the Proxy Statement.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
223,156,779	12,301,290	457,149	18,153,476

Proposal 3 : The ratification of the selection of PricewaterhouseCoopers LLP to act as independent auditors for the Company for 2019.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
236,250,655	17,276,492	541,547

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 thereunto duly authorized.

MASCO CORPORATION

By: /s/ John G. Sznewajs
Name: John G. Sznewajs
Title: Vice President, Chief Financial Officer

May 14, 2019