
**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**

**May 25, 2022
Date of Report
(Date of earliest event reported)**

AMAZON.COM, INC.
(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**000-22513
(Commission File Number)**

**91-1646860
(IRS Employer
Identification No.)**

**410 Terry Avenue North, Seattle, Washington 98109-5210
(Address of principal executive offices, including Zip Code)**

**(206) 266-1000
(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, par value \$.01 per share	AMZN	Nasdaq Global Select Market

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. ☐

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ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On May 25, 2022, the shareholders of Amazon.com, Inc. (the “Company”) approved an amendment (the “Amendment”) to the Company’s Restated Certificate of Incorporation (the “Certificate”) to effect a 20-for-1 split of the Company’s common stock and a proportionate increase in the number of authorized shares of common stock. The Amendment became effective upon its filing with the Secretary of State of the State of Delaware on May 27, 2022.

As previously announced, each Company shareholder of record at the close of business on May 27, 2022 will have 19 additional shares for every one share held as of such date reflected in their accounts on or about June 3, 2022. Trading is expected to begin on a split-adjusted basis on June 6, 2022.

This description of the Amendment is not complete and is qualified in its entirety by reference to the text of the Certificate, as amended and restated, a copy of which is filed as Exhibit 3.1 to this Form 8-K.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On May 25, 2022, the Company held its Annual Meeting of Shareholders.

The following nominees were elected as directors, each to hold office until the next Annual Meeting of Shareholders or until his or her successor is elected and qualified, by the vote set forth below:

Nominee	For	Against	Abstain	Broker Non-Votes
Jeffrey P. Bezos	355,354,719	17,063,820	451,990	53,465,310
Andrew R. Jassy	369,656,151	2,717,030	497,348	53,465,310
Keith B. Alexander	367,975,690	3,686,608	1,208,231	53,465,310
Edith W. Cooper	368,728,492	3,553,846	588,191	53,465,310
Jamie S. Gorelick	361,054,790	10,789,448	1,026,291	53,465,310
Daniel P. Huttenlocher	346,211,515	25,018,621	1,640,393	53,465,310
Judith A. McGrath	290,390,396	81,802,511	677,622	53,465,310
Indra K. Nooyi	366,532,776	5,784,717	553,036	53,465,310
Jonathan J. Rubinstein	361,336,439	10,502,585	1,031,505	53,465,310
Patricia Q. Stonesifer	359,126,370	12,770,763	973,396	53,465,310
Wendell P. Weeks	367,079,373	4,606,224	1,184,932	53,465,310

The appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending December 31, 2022 was ratified by the vote set forth below:

For	Against	Abstain	Broker Non-Votes
410,571,386	14,981,071	783,382	—

The compensation of our named executive officers as disclosed in the proxy statement was approved in an advisory vote, as set forth below:

For	Against	Abstain	Broker Non-Votes
208,213,120	163,510,060	1,147,349	53,465,310

The Amendment to the Certificate to effect a 20-for-1 split of the Company’s common stock and a proportionate increase in the number of authorized shares of common stock was approved by the vote set forth below:

For	Against	Abstain	Broker Non-Votes
424,725,250	1,099,939	510,650	—

A shareholder proposal requesting a report on retirement plan options was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
32,500,386	323,838,148	16,531,995	53,465,310

A shareholder proposal requesting a report on customer due diligence was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
149,120,683	221,341,797	2,408,049	53,465,310

A shareholder proposal requesting an alternative director candidate policy was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
82,592,694	288,823,065	1,454,770	53,465,310

A shareholder proposal requesting a report on packaging materials was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
181,296,823	189,313,134	2,260,572	53,465,310

A shareholder proposal requesting a report on worker health and safety differences was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
47,396,406	311,788,969	13,685,154	53,465,310

A shareholder proposal requesting additional reporting on risks associated with the use of certain contract clauses was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
91,922,568	277,883,493	3,064,468	53,465,310

A shareholder proposal requesting a report on charitable contributions was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
10,015,893	359,923,212	2,931,424	53,465,310

A shareholder proposal requesting alternative tax reporting was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
64,702,796	305,060,237	3,107,496	53,465,310

A shareholder proposal requesting additional reporting on freedom of association was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
143,829,190	225,841,301	3,200,038	53,465,310

A shareholder proposal requesting additional reporting on lobbying was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
175,351,802	195,721,490	1,797,237	53,465,310

A shareholder proposal requesting a policy requiring more director candidates than board seats was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
3,037,944	367,390,195	2,442,390	53,465,310

A shareholder proposal requesting a report on warehouse working conditions was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
163,081,744	207,204,341	2,584,444	53,465,310

A shareholder proposal requesting additional reporting on gender/racial pay was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
106,835,184	263,888,171	2,147,174	53,465,310

A shareholder proposal requesting a report on customer use of certain technologies was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
150,732,906	219,746,074	2,391,549	53,465,310

A shareholder proposal presented at the Annual Meeting of Shareholders pursuant to the Company's bylaws requesting that the Company end the use of productivity expectations and workplace monitoring was not approved, as set forth below:

For	Against	Abstain	Broker Non-Votes
914,148	371,956,370	10	53,465,310

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

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.

AMAZON.COM, INC. (REGISTRANT)

By: /s/ David A. Zapolsky

David A. Zapolsky
Senior Vice President

Dated: May 27, 2022

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF AMAZON.COM, INC.**

Amazon.com, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. The original Certificate of Incorporation was filed with the Secretary of State on May 28, 1996.
2. A Certificate of Amendment was filed with the Secretary of State on May 27, 2022, which effectuated a subdivision and reclassification of each issued share of Common Stock into 20 shares of Common Stock.
3. The following Amended and Restated Certificate of Incorporation was duly adopted by the corporation's Board of Directors in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware and only restates and integrates and does not further amend the provisions of the corporation's Amended and Restated Certificate of Incorporation as heretofore amended and supplemented, and there is no discrepancy between those provisions and the following.

ARTICLE 1. NAME

The name of this corporation is Amazon.com, Inc.

ARTICLE 2. REGISTERED OFFICE AND AGENT

The address of the registered office of this corporation is 251 Little Falls Drive, City of Wilmington, County of New Castle, State of Delaware 19808, and the name of its registered agent at such address is Corporation Service Company.

ARTICLE 3. PURPOSES

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4. SHARES

The total authorized stock of the corporation shall consist of 100,000,000,000 shares of Common Stock having a par value of \$.01 per share and 500,000,000 shares of Preferred Stock having a par value of \$.01 per share. Authority is hereby expressly granted to the Board of Directors to fix by resolution or resolutions any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions which are permitted by Delaware General Corporation Law in respect of any class or classes of stock or any series of any class of stock of the corporation. The corporation shall from time to time in accordance with the laws of the State of Delaware increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit the conversion of Preferred Stock.

ARTICLE 5. DIRECTORS

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein. Written ballots are not required in the election of Directors.

ARTICLE 6. BY-LAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation; provided, however, the Board of Directors may not repeal or amend any bylaw that the stockholders have expressly provided may not be amended or repealed by the Board of Directors. The stockholders shall also have the power to adopt, amend or repeal the Bylaws for this corporation.

ARTICLE 7. PREEMPTIVE RIGHTS

Preemptive rights shall not exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE 8. CUMULATIVE VOTING

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this corporation.

ARTICLE 9. AMENDMENTS TO CERTIFICATE OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote, any of the provisions contained in this Certificate of Incorporation. The rights of the stockholders of the corporation are granted subject to this reservation.

ARTICLE 10. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Delaware General Corporation Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article 10 shall not adversely affect any right or protection of a director of this corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 11. ACTION BY STOCKHOLDERS WITHOUT A MEETING

Only action properly brought before the stockholders by or at the direction of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken is signed by the holders of outstanding shares of capital stock entitled to be voted with respect to the subject matter thereof having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE 12. SPECIAL MEETING OF STOCKHOLDERS

The Chairman of the Board of Directors, the Chief Executive Officer, the President or the Board of Directors may call special meetings of the stockholders for any purpose. A special meeting of the stockholders shall be held if the holders of not less than twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at such special meeting have dated, signed and delivered to the Secretary one or more written demands for such meeting, describing the purpose or purposes for which it is to be held.

ARTICLE 13. BUSINESS COMBINATIONS WITH INTERESTED STOCKHOLDERS

The corporation expressly elects not to be governed by Section 203(a) of Title 8 of the Delaware General Corporation Law.

[Signature page follows]

IN WITNESS WHEREOF, the corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 27th day of May, 2022.

AMAZON.COM, INC.

By: /s/ David A. Zapolsky

Name: David A. Zapolsky

Title: Senior Vice President, General Counsel, and Secretary
