
**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 13, 2026
Date of Report (Date of earliest event reported)

Phillips 66

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35349
(Commission
File Number)

45-3779385
(I.R.S. Employer
Identification No.)

2331 CityWest Boulevard
Houston, Texas 77042
(Address of principal executive offices and zip code)

(832) 765-3010
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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, \$0.01 par value	PSX	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.

Phillips 66 (the “Company”) held its Annual Meeting of Shareholders on May 13, 2026 (the “Annual Meeting”). There were 400,982,591 shares of common stock outstanding and entitled to vote as of March 20, 2026, the record date for the Annual Meeting. The results of the matters submitted to a vote of the shareholders at the Annual Meeting are set forth below.

1. Election of four Class I director nominees.

The shareholders voted to elect four Class II directors, each to serve for a three-year term that expires at the annual meeting of shareholders held in 2029 or until such director’s successor has been duly elected or appointed and qualified, or until their earlier resignation or removal, by the following votes:

	<u>Voted For</u>	<u>Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Gregory J. Hayes	271,041,189	26,115,802	634,511	54,069,082
Charles M. Holley	283,625,254	13,511,900	654,347	54,069,082
Denise R. Singleton	281,817,272	15,326,168	648,061	54,069,082
Howard I. Ungerleider	282,277,844	14,852,458	661,199	54,069,082

2. Proposal to approve, on an advisory basis, named executive officer compensation.

The shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers, by the following votes:

<u>Voted For</u>	<u>Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
285,329,903	10,789,646	1,671,953	54,069,082

3. Proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm.

The shareholders approved the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2026, by the following votes:

<u>Voted For</u>	<u>Voted Against</u>	<u>Abstentions</u>
347,828,980	3,118,895	912,709

