



# **BORGWARNER INC**

## **FORM 8-K**

(Current Report Filing)

Filed 04/25/24 for the Period Ending 04/24/24

Address 3850 HAMLIN RD., AUBURN HILLS, MI, 48326  
Telephone (727) 384-2323  
CIK 0000908255  
Symbol BWA  
SIC Code 3714 - Motor Vehicle Parts & Accessories  
Fiscal Year 12/31

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**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): April 24, 2024

**BORGWARNER INC.**

(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>1-12162</u>	<u>13-3404508</u>
State or other jurisdiction of Incorporation or organization	Commission File No.	(I.R.S. Employer Identification No.)
<u>3850 Hamlin Road, Auburn Hills, Michigan</u>		<u>48326</u>
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (248) 754-9200

(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	BWA	New York Stock Exchange
1.00% Senior Notes due 2031	BWA31	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

The Annual Meeting of the Stockholders of BorgWarner Inc. (the “Company” or “BorgWarner”) was held on Wednesday, April 24, 2024. Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

(a) Election of Sara A. Greenstein, Michael S. Hanley, Frédéric B. Lissalde, Shaun E. McAlmont, Deborah D. McWhinney, Alexis P. Michas, Sailaja K. Shankar, and Hau N. Thai-Tang to the Board of Directors:

	<b>For</b>	<b>Against</b>	<b>Abstention</b>	<b>Broker Non-Votes</b>
Greenstein	183,061,860	4,409,741	173,115	12,467,607
Hanley	186,450,731	1,029,904	164,081	12,467,607
Lissalde	186,710,320	781,240	153,156	12,467,607
McAlmont	183,228,897	4,243,429	172,390	12,467,607
McWhinney	181,308,718	6,163,292	172,706	12,467,607
Michas	179,184,219	8,251,787	208,710	12,467,607
Shankar	185,237,626	2,210,260	196,830	12,467,607
Thai-Tang	185,389,245	2,084,759	170,712	12,467,607

(b) Approval, on an advisory basis, of the compensation of the Company’s named executive officers:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
136,529,706	50,770,702	344,308	12,467,607

(c) Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for 2024:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
193,754,225	6,198,072	160,026

## Item 7.01 Regulation FD Disclosures

On April 24, 2024, the Board of Directors of the Company declared a quarterly cash dividend of \$0.11 per share of the Company's common stock. The dividend is payable on June 17, 2024 to stockholders of record on June 3, 2024.

On April 25, 2024, the Company issued the press release attached as Exhibit 99.1, which is incorporated herein by reference.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibits are being furnished as part of this Report.

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Exhibit Number	Description
99.1	<a href="#">Press Release dated April 25, 2024</a>
104.1	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL

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## 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.

BorgWarner Inc.

Date: April 25, 2024

By: /s/ Tonit M. Calaway

Name: Tonit M. Calaway

Title: Executive Vice President and Secretary