

**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 25, 2023

STEPAN COMPANY

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-4462
(Commission File Number)

36-1823834
(IRS Employer
Identification No.)

**1101 Skokie Boulevard
Suite 500
Northbrook, Illinois**
(Address of Principal Executive Offices)

60062
(Zip Code)

Registrant's Telephone Number, Including Area Code: 847 446-7500

(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, \$1 par value	SCL	The 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.

Stepan Company (“Stepan”) held its Annual Meeting of Stockholders on April 25, 2023 (the “Annual Meeting”). At the Annual Meeting, there were 20,479,474 shares of Stepan’s common stock represented to vote either in person or by proxy, which represented a quorum. Stockholders voted on the following matters at the Annual Meeting: (1) election of two nominees to serve as directors until the annual meeting of stockholders to be held in 2026; (2) an advisory vote to approve the compensation of Stepan’s named executive officers; (3) an advisory vote on the frequency of voting on the compensation of Stepan’s named executive officers; and (4) ratification of the appointment of Deloitte & Touche LLP as Stepan’s independent registered public accounting firm for fiscal year 2023.

Set forth below are the matters acted upon at the Annual Meeting and final voting results on each such matter as reported by Stepan’s inspector of elections.

Proposal 1: Election of Directors

<u>NAME</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Joaquin Delgado	17,385,957	1,374,259	8,485	1,710,771
F. Quinn Stepan, Jr.	16,654,489	2,106,200	8,013	1,710,771

Proposal 2: Advisory Vote to Approve the Compensation of Stepan’s Named Executive Officers

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
18,382,427	354,211	32,063	1,710,771

Proposal 3: Advisory Vote on the Frequency of Voting on the Compensation of Stepan’s Named Executive Officers

<u>1 YEAR</u>	<u>2 YEARS</u>	<u>3 YEARS</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
17,360,600	125,071	1,186,872	96,158	1,710,771

In light of the vote as to how frequently Stepan should include an advisory vote on the compensation of named executive officers in its proxy statement, Stepan will include such a vote every year until the next required vote on the frequency of stockholder votes on the compensation of named executive officers, unless Stepan’s Board of Directors otherwise determines that a different frequency for such advisory votes is in the best interests of stockholders.

Proposal 4: Ratification of the Appointment of Deloitte & Touche LLP as Stepan’s Independent Registered Public Accounting Firm for 2023

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
20,091,930	364,502	23,040

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.

STEPAN COMPANY

Date: April 27, 2023

By: /s/ David G. Kabbes

David G. Kabbes

Vice President, General Counsel and Secretary
