

TIFFANY & CO
Form 8-K
June 02, 2016

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: June 2, 2016

TIFFANY & CO.
(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-9494 | 13-3228013 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 200 Fifth Avenue, New York, New York | | 10010 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code: (212) 755-8000

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

On May 26, 2016, Registrant held its annual meeting of shareholders. Set forth below are the final voting results for each of the four proposals submitted to a vote of the shareholders.

Proposal One. Election of Directors. Each of the ten nominees listed below was elected a director of Registrant to hold office until he or she is succeeded by another qualified director or until his or her earlier resignation or removal from office.

| Nominee | Number of Shares | | Number of Shares Voted | Number of Shares | Number of Broker |
|---------------------|------------------|-----------|------------------------|------------------|------------------|
| | Voted For | Against | Abstaining | Non-Votes | |
| Michael J. Kowalski | 100,684,225 | 1,053,106 | 78,061 | 9,011,439 | |
| Rose Marie Bravo | 98,783,104 | 2,880,308 | 151,980 | 9,011,439 | |
| Gary E. Costley | 100,909,814 | 726,992 | 178,586 | 9,011,439 | |
| Frederic Cumenal | 100,756,074 | 934,744 | 124,574 | 9,011,439 | |
| Lawrence K. Fish | 101,094,653 | 572,197 | 148,542 | 9,011,439 | |
| Abby F. Kohnstamm | 100,342,293 | 1,252,569 | 220,530 | 9,011,439 | |
| Charles K. Marquis | 98,130,464 | 3,523,637 | 161,291 | 9,011,439 | |
| Peter W. May | 100,591,197 | 1,052,137 | 172,058 | 9,011,439 | |
| William A. Shutzer | 100,100,817 | 1,525,388 | 189,187 | 9,011,439 | |
| Robert S. Singer | 100,726,764 | 903,814 | 184,814 | 9,011,439 | |

Proposal Two. Ratification of the selection of PricewaterhouseCoopers LLP as Registrant's independent registered public accounting firm to audit Registrant's consolidated financial statements for the fiscal year ending January 31, 2017.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Voted Abstaining | Number of Broker Non-Votes |
|----------------------------|--------------------------------|-----------------------------------|----------------------------|
| 109,929,636 | 829,725 | 67,470 | --- |

Proposal Three. Approval, on an advisory basis, of the compensation paid to Registrant's named executive officers in fiscal 2015.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Voted Abstaining | Number of Broker Non-Votes |
|----------------------------|--------------------------------|-----------------------------------|----------------------------|
| 98,314,071 | 3,192,293 | 309,028 | 9,011,439 |

Proposal Four. Shareholder proposal that Registrant adopt a general payout policy that gives preference to share repurchases (relative to cash dividends) as a method to return capital to shareholders.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Voted Abstaining | Number of Broker Non-Votes |
|----------------------------|--------------------------------|-----------------------------------|----------------------------|
| 2,832,850 | 97,785,007 | 1,197,535 | 9,011,439 |

Item 8.01. Other Events.

Registrant makes various grants and awards of restricted stock units and stock options to its directors pursuant to its Tiffany & Co. 2008 Directors Equity Compensation Plan (the “2008 Directors Equity Compensation Plan”). As part of its annual review of non-management director compensation practices and arrangements, on May 26, 2016, the Nominating/Corporate Governance Committee of Registrant’s Board of Directors revised the stock option and restricted stock unit grant terms under the 2008 Directors Equity Compensation Plan. The forms of such amended terms are attached as Exhibits 10.28c and 10.28d to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.28c Terms of Stock Option Award (Transferable Non-Qualified Option) under Registrant’s 2008 Directors Equity Compensation Plan, effective May 26, 2016.

10.28d Terms of Restricted Stock Unit Grant under Registrant’s 2008 Directors Equity Compensation Plan, effective May 26, 2016.

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.

TIFFANY & CO.
(Registrant)

By: /s/ Leigh M. Harlan
Leigh M. Harlan
Senior Vice President, Secretary
and General Counsel

Date: June 2, 2016

EXHIBIT INDEX

Exhibit No. Description

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