

TIFFANY & CO  
Form 8-K  
December 11, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 5, 2017

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

|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 1-9494                      | 13-3228013                                    |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S.<br>Employer<br>Identification<br>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))

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 o

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<sup>o</sup>  
or revised financial  
accounting standards  
provided pursuant to Section  
13(a) of the Exchange Act

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Item 8.01 Other Events.

As previously disclosed, on December 5, 2017, Tiffany & Co. (the “Company”) delivered notice, as required pursuant to that certain Cooperation Agreement, dated as of February 20, 2017 (the “Agreement”), by and between JANA Partners LLC (“JANA”) and the Company, to JANA that the Company will include each of Roger Farah, James Lillie and Francesco Trapani on the Company’s slate of director nominees for the 2018 Annual Meeting of Stockholders (the “2018 Annual Meeting”). On December 8, 2017 JANA agreed to the inclusion of these three directors on the slate for the 2018 Annual Meeting and therefore the Standstill Period (as defined in the Agreement) will be extended, on and subject to the terms set forth in the Agreement, to the date that is thirty (30) days prior to the expiration of the Company’s advance notice period for the nomination of directors at the 2019 Annual Meeting of Stockholders. The remainder of the slate will be announced in the ordinary course in the Company’s proxy statement for the 2018 Annual Meeting. In the interim, the Company’s board of directors is working with a leading search firm to identify additional qualified director candidates.

The Agreement is described in Item 1.01 of, and a complete copy of the Agreement is filed as Exhibit 10.37 to, the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 21, 2017.

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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: December 11, 2017