

Avery Dennison Corp
Form 8-K
April 24, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

April 23, 2015

Date of Report (Date of earliest event reported)

AVERY DENNISON CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1 -7685
(Commission
File Number)

95-1492269
(IRS Employer
Identification No.)

207 Goode Avenue

Glendale, California
(Address of Principal Executive Offices)

91203
(Zip Code)

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Registrant's telephone number, including area code **(626) 304-2000**

(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 (see General Instruction A.2. below):

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))

Section 5 Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective upon the adjournment of Avery Dennison Corporation's (the Company's) Annual Meeting of Stockholders on April 23, 2015 (Annual Meeting) and as required by the mandatory director retirement policy contained in the Company's Amended and Restated Bylaws and Corporate Governance Guidelines, Rolf L. Börjesson retired from the Company's Board of Directors (the Board).

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

(a) & (b) At the Annual Meeting, the Company's stockholders (i) elected Bradley A. Alford, Anthony K. Anderson, Peter K. Barker, Ken C. Hicks, David E. I. Pyott, Dean A. Scarborough, Patrick T. Siewert, Julia A. Stewart and Martha N. Sullivan to the Board; (ii) approved, on an advisory basis, the Company's executive compensation; (iii) did not approve the Company's Amended and Restated Bylaws to, among other things, designate the Delaware Court of Chancery as the exclusive forum for adjudicating certain stockholder disputes; and (iv) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2015 fiscal year.

The final results of the voting for the nine director nominees named in the Company's 2015 Proxy Statement were as follows:

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| Bradley A. Alford | 75,040,422 | 139,497 | 299,145 | 4,852,420 |
| Anthony K. Anderson | 73,966,708 | 1,189,291 | 323,065 | 4,852,420 |
| Peter K. Barker | 74,372,314 | 798,689 | 308,061 | 4,852,420 |
| Ken C. Hicks | 74,663,309 | 504,455 | 311,300 | 4,852,420 |
| David E. I. Pyott | 74,618,173 | 574,674 | 286,217 | 4,852,420 |
| Dean A. Scarborough | 72,360,907 | 2,743,382 | 374,775 | 4,852,420 |
| Patrick T. Siewert | 74,616,156 | 538,913 | 323,995 | 4,852,420 |
| Julia A. Stewart | 74,521,677 | 670,042 | 287,345 | 4,852,420 |
| Martha N. Sullivan | 75,007,354 | 178,362 | 293,348 | 4,852,420 |

The final results of the voting for proposals 2, 3 and 4 described in the Company's 2015 Proxy Statement were as follows:

| Proposal | For | Against | Abstain | Broker Non-Votes |
|----------|-----|---------|---------|------------------|
|----------|-----|---------|---------|------------------|

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|---------|-----------|
| Approval, on an advisory basis, of the Company's executive compensation | 69,715,851 | 5,132,217 | 630,996 | 4,852,420 |
| Approval of the Company's Amended and Restated Bylaws to, among other things, designate the Delaware Court of Chancery as the exclusive forum for adjudicating certain stockholder disputes | 34,911,767 | 40,126,701 | 440,596 | 4,852,420 |
| Ratification of appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2015 | 78,129,729 | 1,900,316 | 301,439 | 0 |

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.

AVERY DENNISON CORPORATION

Date: April 24, 2015

By: /s/ Susan C. Miller
Name: Susan C. Miller
Title: Senior Vice President, General Counsel and
Secretary
