

PERRIGO Co plc
Form 8-K
July 24, 2017

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):
July 20, 2017

Perrigo Company plc
(Exact name of registrant as specified in its charter)

Commission file number 001-36353

Ireland
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

Treasury Building, Lower Grand Canal Street, Dublin 2, Ireland
(Address of principal executive offices)

-
(Zip Code)

+353 1 7094000
(Registrant's telephone number, including area code)
Not Applicable
(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))

Edgar Filing: PERRIGO Co plc - Form 8-K

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 3.03. Material Modification to Rights of Security Holders.

On July 20, 2017, Perrigo Company plc (“the Company”) held its 2017 Annual General Meeting of Shareholders (the “Annual Meeting”), at which shareholders approved an amendment to the Company’s Articles of Association (the “Articles”) to allow qualifying long-term shareholders to nominate candidates for election to the Company’s Board of Directors in accordance with procedures providing for proxy access, effective as of July 20, 2017.

The proxy access provisions allow a shareholder, or a group of up to 20 shareholders, owning at least 3% of the number of outstanding ordinary shares of the Company continuously for at least three years to include in the Company’s proxy materials for an annual meeting of shareholders a number of director candidates up to the greater of two or 20% of the number of directors in office (rounded down), provided that the shareholder(s) and the nominee(s) satisfy the requirements of the proxy access provisions. The amendment to the Articles is more fully described in “Proposal 7 - Amendment to the Company’s Articles of Association to implement proxy access” of the Company’s definitive proxy statement filed on June 7, 2017 (the “Proxy Statement”).

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

At the Company’s Annual Meeting, the Company’s shareholders voted on the following matters:

1. Election of eleven directors of the Company:

Nominee	Against	Abstain	Broker Non-Votes
---------	---------	---------	------------------

Bradley

11,838,110	591,168	1,134,661	5,677,374
------------	---------	-----------	-----------

Alford

11,506,947	903,141	1,153,850	5,677,375
------------	---------	-----------	-----------

Laurie
Brlas

98,925,897	13,419,548	1,218,492	5,677,376
------------	------------	-----------	-----------

Classon

Gary

11,168,899	1,257,069	1,137,971	5,677,374
------------	-----------	-----------	-----------

Cohen

John

109,548,243	2,884,987	1,130,708	5,677,375
-------------	-----------	-----------	-----------

Hendrickson

11,038,106	1,402,621	1,123,212	5,677,374
------------	-----------	-----------	-----------

Adriana
Karaboutis

106,052,569	6,361,836	1,149,533	5,677,375
-------------	-----------	-----------	-----------

Jeffrey

110,833,410	1,591,985	1,138,546	5,677,372
-------------	-----------	-----------	-----------

Donal
O’Connor

110,463,740	1,963,860	1,136,338	5,677,375
-------------	-----------	-----------	-----------

Geoffrey

110,523,533	1,911,972	1,128,433	5,677,375
-------------	-----------	-----------	-----------

Parker

110,523,533	1,911,972	1,128,433	5,677,375
-------------	-----------	-----------	-----------

Theodore

110,833,410	1,591,985	1,138,546	5,677,372
-------------	-----------	-----------	-----------

Samuels

110,833,410	1,591,985	1,138,546	5,677,372
-------------	-----------	-----------	-----------

C.

Smith

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent auditor for the year ending December 31, 2017 and authorization of the Board of Directors, acting through the Audit Committee, to fix the remuneration of the auditor:

Against Abstain Broker Non-Votes

1,856,138 1,348,667 0

3. Advisory vote to approve the Company's executive compensation:

Against Abstain Broker Non-Votes

902,260 2,795,232 755,677 376

4. Advisory vote on the frequency of future advisory votes to approve executive compensation:

1 Year 2 Years 3 Years Abstain Broker Non-Votes

843,187 982,089 31,109,810 5,677,376

A substantial majority of shareholders favored an annual advisory vote on the Company's executive compensation. Based on the Board of Director's recommendation in the Proxy Statement and the voting results, the Company has determined to hold an advisory vote on executive compensation annually.

5. Authorization for the Company and/or any subsidiary of the Company to make market purchases and overseas market purchases of Company shares:

Against Abstain Broker Non-Votes

~~1,786,082~~ 1,786,082 46,705 0

6. Determination of the price range for reissuance of treasury shares:

Against Abstain Broker Non-Votes

~~1,357,395~~ 1,357,395 153,068 0

7. Approval of amendment to the Company's Articles of Association to implement proxy access:

Against Abstain Broker Non-Votes

~~1,083,389~~ 1,083,389 141,054 5,677,373

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Amendments to the Articles of Association of Perrigo Company plc (incorporated by reference from Annex A to the Company's Definitive Proxy Statement filed on June 7, 2017).

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 hereunto duly authorized.

(Registrant)

PERRIGO COMPANY PLC

By: /s/ Todd W. Kingma

July
Dated: 24,
2017

Name: Todd W. Kingma

Executive Vice President, General Counsel and Secretary

Exhibit Index

- 3.1 Amendments to the Articles of Association of Perrigo Company plc (incorporated by reference from Annex A to the Company's Definitive Proxy Statement filed on June 7, 2017).