

AVON PRODUCTS INC
Form 8-K
May 10, 2011

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): May 5, 2011

Avon Products, Inc.

(Exact name of registrant as specified in charter)

New York
(State or other jurisdiction
of incorporation)

1-4881
(Commission
File Number)

13-0544597
(IRS Employer
Identification No.)

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1345 Avenue of the Americas

New York, New York 10105-0196

(Address of principal executive offices) (Zip Code)

(212) 282-5000

(Registrant's telephone number, including area code)

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))

INFORMATION TO BE INCLUDED IN THE REPORT
Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Shareholders of Avon Products, Inc. (the Company) was held on May 5, 2011. The final results of voting on each of the matters submitted to a vote of shareholders at the 2011 Annual Meeting are set forth below.

1. Each of the director nominees listed below were elected for one-year terms expiring in 2012:

| | Votes For | Withheld | Broker Non-Votes |
|------------------------|-------------|------------|---------------------|
| W. Don Cornwell | 337,899,905 | 1,976,893 | 24,043,518 |
| V. Ann Hailey | 337,470,292 | 2,406,506 | 24,043,518 |
| Fred Hassan | 329,592,014 | 10,284,785 | 24,043,518 |
| Andrea Jung | 328,855,191 | 11,021,608 | 24,043,518 |
| Maria Elena Lagomasino | 329,173,984 | 10,702,814 | 24,043,518 |
| Ann S. Moore | 329,496,269 | 10,380,529 | 24,043,518 |
| Paul S. Pressler | 338,095,397 | 1,781,401 | 24,043,518 |
| Gary M. Rodkin | 331,197,170 | 8,679,629 | 24,043,518 |
| Paula Stern | 335,883,147 | 3,993,652 | 24,043,518 |
| Lawrence A. Weinbach | 335,650,090 | 4,226,709 | 24,043,518 |

2. The advisory vote on executive compensation was approved:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|------------------|-------------|---------------------|
| 309,982,994 | 28,541,599 | 1,352,313 | 24,043,518 |

3. The option to hold annual executive compensation advisory votes received the highest number of votes:

| 1 Year | 2 Years | 3 Years | Abstentions |
|-------------|-----------|------------|-------------|
| 296,029,860 | 1,175,879 | 41,136,028 | 1,535,140 |

In light of these results, the Board of Directors has determined to hold annual executive compensation advisory votes.

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4. The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011 was ratified:

| Votes For | Votes Against | Abstentions |
|-------------|------------------|-------------|
| 360,161,291 | 3,337,680 | 421,453 |

5. Amendments to our Restated Certificate of Incorporation and By-Laws to eliminate supermajority voting requirements were approved:

| Votes For | Votes Against | Abstentions |
|-------------|------------------|-------------|
| 362,110,311 | 1,150,825 | 659,288 |

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1 Restated Certificate of Incorporation of Avon Products, Inc.

Exhibit 3.2 By-laws of Avon Products, Inc.

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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 hereunto duly authorized.

AVON PRODUCTS, INC.

(Registrant)

By /s/ KIM K.W. RUCKER
Name: **Kim K.W. Rucker**
Title: **Senior Vice President, General Counsel, Corporate
Secretary and Chief Compliance Officer**

Date: May 10, 2011

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
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