

SIGNET JEWELERS LTD
Form 8-K
June 17, 2014

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): June 13, 2014

SIGNET JEWELERS LIMITED

(Exact name of Registrant as specified in its charter)

Bermuda
(State or other jurisdiction)

of incorporation)

Not Applicable
(I.R.S. Employer

Identification No.)

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Clarendon House

2 Church Street

Hamilton HM11

Bermuda

(441) 296 5872

(Address and telephone number including area code of principal executive offices)

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))

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

(a) The Annual General Meeting of Signet Jewelers Limited (the Company) was held on June 13, 2014 (the AGM).

(b) The following matters were voted upon at the AGM and the results of the voting were as follows:

Proposal One:

To elect ten directors to the Company's Board of Directors to serve until the next Annual General Meeting of the Company or until their respective successors are elected in accordance with the Bye-laws of the Company.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|------------|---------------|-------------|------------------|
| H. Todd Stitzer | 63,513,820 | 37,934 | 792,579 | 2,355,697 |
| Virginia Drosos | 63,432,572 | 119,889 | 791,872 | 2,355,697 |
| Dale W. Hilpert | 63,511,373 | 39,404 | 793,556 | 2,355,697 |
| Marianne Miller Parrs | 63,514,849 | 36,232 | 793,252 | 2,355,697 |
| Thomas G. Plaskett | 63,431,952 | 119,002 | 793,379 | 2,355,697 |
| Russell Walls | 63,433,945 | 116,657 | 793,731 | 2,355,697 |
| Helen McCluskey | 63,517,179 | 34,894 | 792,260 | 2,355,697 |
| Robert Stack | 63,454,193 | 96,991 | 793,149 | 2,355,697 |
| Eugenia Ulasewicz | 63,456,691 | 94,223 | 793,419 | 2,355,697 |
| Michael W. Barnes | 63,516,135 | 37,793 | 790,405 | 2,355,697 |

Proposal Two:

To appoint KPMG LLP as independent auditor of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Audit Committee to determine its compensation.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 65,728,335 | 206,441 | 765,254 |

Proposal Three:

To approve, on a non-binding advisory basis, the compensation of the Company's named executive officers (the Say on Pay vote).

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------|---------------|-------------|------------------|
| 62,411,357 | 946,404 | 986,572 | 2,355,697 |

Proposal Four:

To re-approve the material terms of the performance goals under the Signet Jewelers Limited Omnibus Incentive Plan 2009, as described in the Proxy Statement.

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------|---------------|-------------|------------------|
| 62,854,621 | 721,117 | 768,595 | 2,355,697 |

Proposal Five:

To approve the amendments to the Signet Jewelers Limited Bye-laws as detailed in the Proxy Statement.

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| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------|---------------|-------------|------------------|
| 63,553,563 | 16,797 | 773,973 | 2,355,697 |

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.

SIGNET JEWELERS LIMITED

By: /s/ Mark A. Jenkins
Name: Mark A. Jenkins
Title: Signet Company Secretary &
Chief Legal Officer

Date: June 17, 2014