

CHURCH & DWIGHT CO INC /DE/

Form 8-K

December 06, 2018

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 the report (Date of earliest event reported): December 6, 2018

CHURCH & DWIGHT CO., INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction)

1-10585
(Commission)

13-4996950
(I.R.S. Employer)

of Incorporation)

File Number)

Identification No.)

500 Charles Ewing Boulevard,

Ewing, New Jersey
(Address of Principal Executive Offices)

08628
(Zip Code)

Registrant's telephone number, including area code: (609) 806-1200

n/a

(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))

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 8.01. Other Events.

On October 31, 2018, the Board of Directors of Church & Dwight Co., Inc. (the Company) adopted and approved the Third Amended and Restated Annual Incentive Plan (the Amended Plan), which supersedes the Company s Second Amended and Restated Annual Incentive Plan (the Prior Plan). The terms and conditions of the Amended Plan are substantially similar to the Prior Plan, except certain provisions intended to satisfy the performance-based exception under Section 162(m) of the Internal Revenue Code of 1986, as amended, have been removed in light of the repeal of such exception. However, notwithstanding the removal of these provisions, the Amended Plan contains the same maximum annual limit that applied to the Prior Plan, which is 250% of the participant s base salary, up to a \$5 million limit. The foregoing description is qualified in its entirety by reference to the full text of the Amended Plan, filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit | Description |
|----------------|---|
| 10.1 | <u>Church & Dwight Co., Inc. Third Amended and Restated Annual Incentive Plan</u> |

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.

CHURCH & DWIGHT CO., INC.

Date: December 6, 2018

By: /s/ Patrick de Maynadier

Name: Patrick de Maynadier

Title: Executive Vice President, General Counsel and
Secretary