

STARBUCKS CORP  
Form 8-K  
March 22, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The  
Securities and Exchange Act of 1934  
Date of Report (Date of earliest event reported): March 20, 2013  
Starbucks Corporation  
(Exact Name of Registrant as Specified in its Charter)

Washington  
(State or Other Jurisdiction of  
Incorporation)  
2401 Utah Avenue South, Seattle, Washington 98134  
(Address of Principal Executive Offices)  
(206) 447-1575  
(Registrant's Telephone Number, including Area Code)

0-20322  
(Commission  
File Number)

91-1325671  
(IRS Employer  
Identification No.)

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))
-

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

At the Annual Meeting of Shareholders of Starbucks Corporation (the “Company”) held on March 20, 2013 (the “2013 Annual Meeting”), the Company's shareholders approved an amendment and restatement of the 2005 Long-Term Equity Incentive Plan (the “Plan”), including an increase in the number of authorized shares under the Plan. The Board of Directors of the Company (the “Board”) had previously adopted the amended and restated Plan on December 12, 2012, subject to shareholder approval.

The amendments to the Plan were: (1) an increase in the number of shares authorized for issuance under the Plan by 45 million shares, (2) an extension of the term of the Plan by 10 years, and (3) certain other administrative changes. The foregoing summary of the Plan amendments is qualified in its entirety by reference to Appendix A to the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 25, 2013 (the “Proxy Statement”) which is incorporated herein by reference.

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

At the 2013 Annual Meeting, the Company's shareholders voted on (1) the election of 12 directors nominated by the Board to serve until the 2014 Annual Meeting of Shareholders and until their successors are elected and qualified, (2) an advisory resolution to approve executive compensation, (3) an amendment and restatement of the Plan, including an increase in the number of authorized shares under the Plan, (4) the ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 29, 2013, and (5) a shareholder proposal to prohibit political spending.

The table below sets forth the number of votes cast for and against, and the number of abstentions and broker non-votes, for each matter voted upon by the Company's shareholders.

| Proposal 1: Election of Directors   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|---|-------------|---------------|-------------|------------------|
| Howard Schultz  | 514,047,145 | 15,090,509    | 2,614,629   | 116,485,582      |
| William W. Bradley  | 529,367,779 | 1,381,080     | 1,003,424   | 116,485,582      |
| Robert M. Gates   | 529,298,061 | 1,459,468     | 994,754     | 116,485,582      |
| Melody Hobson   | 525,520,092 | 5,264,917     | 967,274     | 116,485,582      |
| Kevin R. Johnson  | 520,846,073 | 9,817,429     | 1,088,781   | 116,485,582      |
| Olden Lee   | 520,507,773 | 10,193,703    | 1,050,807   | 116,485,582      |
| Joshua Cooper Ramo  | 527,993,149 | 2,718,041     | 1,041,093   | 116,485,582      |
| James G. Shennan, Jr.   | 515,707,064 | 14,982,339    | 1,062,880   | 116,485,582      |
| Clara Shih  | 528,140,588 | 2,633,467     | 978,228     | 116,485,582      |
| Javier G. Teruel  | 520,832,748 | 9,797,722     | 1,121,813   | 116,485,582      |
| Myron E. Ullman, III  | 520,871,574 | 9,838,436     | 1,042,273   | 116,485,582      |
| Craig E. Weatherup  | 526,044,991 | 4,653,071     | 1,054,221   | 116,485,582      |
| Proposal 2: Advisory Resolution to Approve Executive Compensation   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|   | 388,752,383 | 145,192,112   | 1,807,788   | 116,485,582      |
| Proposal 3: Approval of Amended and Restated 2005 Long-Term Equity Incentive Plan, including an increase in the number of authorized shares under the plan            | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|   | 488,922,337 | 41,287,248    | 1,542,698   | 116,485,582      |
| Proposal 4: Ratification of Selection of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ended September 29, | Votes For   | Votes Against | Abstentions |                  |
|   | 638,549,671 | 7,999,524     | 1,688,670   |                  |

Edgar Filing: STARBUCKS CORP - Form 8-K

2013

Proposal 5: Shareholder Proposal to Prohibit Political  
Spending

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 19,812,805 | 499,870,464   | 12,069,014  | 116,485,582         |

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.

STARBUCKS CORPORATION

Dated: March 22, 2013

By: /s/ Lucy Lee Helm  
Lucy Lee Helm  
executive vice president, general counsel and  
secretary