

COTY INC.
Form 8-K
November 09, 2016

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): November 9, 2016 (November 3, 2016)

Coty Inc.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|------------------------------|--------------------------|---------------------|
| Delaware | 001-35964 | 13-3823358 |
| (State or other Jurisdiction | | (I.R.S. Employer |
| of Incorporation) | (Commission File Number) | Identification No.) |

350 Fifth Avenue

| | |
|--|--------------|
| New York, NY | 10118 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: **(212) 389-7300**

(Former name or former address, if changed from 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)

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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 2.02 Results of Operations and Financial Condition

On November 9, 2016, Coty Inc. (the “Company”) issued a press release announcing its financial results for its fiscal quarter ended September 30, 2016. The release also includes forward-looking statements about the Company’s outlook for the fiscal year ending June 30, 2017. A copy of the press release is attached as Exhibit 99.1 and is incorporated in this report by reference.

The information furnished with this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

The Company is making reference to non-GAAP financial information in both the press release and its earnings call. Reconciliation of these non-GAAP financial measures to the nearest comparable GAAP financial measures are contained in the press release attached as Exhibit 99.1.

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

On November 3, 2016, the Company held its annual meeting of stockholders via the internet at <http://www.virtualshareholdermeeting.com/Coty2016> (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the five proposals listed below, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on September 22, 2016 (the “Proxy Statement”). There were 52,867,181 shares of Class A Common Stock and 262,062,370 shares of Class B Common Stock present at the beginning of the Annual Meeting in person or by proxy, which represented 99% of the combined voting power of the Class A Common Stock and Class B Common Stock entitled to vote at the Annual Meeting, and which constituted a quorum for the transaction of business. Holders of the Company’s Class A Common Stock were entitled to one vote per share held as of the close of business on September 7, 2016 (the “Record Date”), and holders of the Company’s Class B Common Stock were entitled to ten votes for each share held as of the Record Date. Final voting results are shown below.

Each proposal was determined by a majority of votes cast, except that the election of directors was determined by plurality vote.

1. Election of Directors

The following directors were elected to the Board of Directors of the Company as follows:

| Director | For | Withheld | Broker Non-Votes |
|----------------------|---------------|-----------------|-------------------------|
| Lambertus J.H. Becht | 2,664,331,210 | 7,598,393 | 1,561,279 |
| Joachim Faber | 2,671,704,834 | 224,769 | 1,561,279 |
| Olivier Goudet | 2,671,354,724 | 574,879 | 1,561,279 |
| Peter Harf | 2,665,191,595 | 6,738,008 | 1,561,279 |
| Paul S. Michaels | 2,671,417,829 | 511,774 | 1,561,279 |
| Camillo Pane | 2,671,206,027 | 723,576 | 1,561,279 |
| Erhard Schoewel | 2,671,410,707 | 518,896 | 1,561,279 |
| Robert Singer | 2,671,580,476 | 349,127 | 1,561,279 |

Each of the eight nominees for director was elected to serve until the next annual meeting of stockholders or until his successor has been elected and qualified, or until his earlier death, resignation or removal.

2. *Approval of Advisory Resolution on Named Executive Officer Compensation*

The stockholders approved the advisory resolution on Named Executive Officer compensation, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 2,670,993,106 | 856,004 | 80,493 | 1,561,279 |

3. *Approval of an Amendment and Restatement of the Company's Equity and Long-Term Incentive Plan (the "ELTIP") to increase the aggregate number of shares authorized for issuance under the ELTIP by 50 million shares and (ii) the material terms of the performance goals under the ELTIP for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code")*

The stockholders approved the amendment and restatement of the ELTIP and the material terms of the performance goals under the ELTIP for the purposes of Section 162(m) of the Code, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 2,663,473,221 | 8,449,851 | 6,531 | 1,561,279 |

4. *Approval of an Amendment and Restatement of the Company's Annual Performance Plan (the "APP") and the material terms of the performance goals under the APP for purposes of Section 162(m) of the Code, as follows:*

The stockholders approved the amendment and restatement of the APP and the material terms of the performance goals under the APP for the purposes of Section 162(m) of the Code, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 2,668,338,905 | 3,586,863 | 3,835 | 1,561,279 |

5. *Ratification of Appointment of Deloitte & Touche LLP as the Company's independent auditor*

The stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending June 30, 2017, as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 2,673,099,277 | 381,141 | 10,464 | – |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release regarding financial results, dated November 9, 2016, of the Company |

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.

COTY INC.
(Registrant)

Date: November 9, 2016 By: /s/ Greerson G. McMullen
Greerson G. McMullen
Chief Legal Officer, General
Counsel and Secretary

COTY INC.

EXHIBIT INDEX

Exhibit

No. Description

99.1 Press release regarding financial results, dated November 9, 2016, of the Company