

EDGEWELL PERSONAL CARE Co
Form 8-K
January 31, 2017

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): January 27, 2017

EDGEWELL PERSONAL CARE COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|--------------------------------------|
| Missouri | 1-15401 | 43-1863181 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

1350 Timberlake Manor Parkway, Chesterfield, Missouri 63017
(Address of Principal Executive Offices, Including Zip Code)

314-594-1900
(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))

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

Edgewell Personal Care Company (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”) at the Company's headquarters on Friday, January 27, 2017. Of the 57,690,075 shares outstanding and entitled to vote at the Annual Meeting, 50,609,651 shares were represented in person or by proxy, constituting a quorum. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

Proposal 1: Management's nominees for director were elected to serve until the Annual Meeting of Shareholders to be held in 2018 or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|-----------|------------------|
| David P. Hatfield | 40,677,511 | 1,455,864 | 2,165,552 | 6,310,724 |
| Daniel J. Heinrich | 37,467,581 | 6,795,027 | 36,319 | 6,310,724 |
| Carla C. Hendra | 43,935,832 | 291,212 | 71,883 | 6,310,724 |
| R. David Hoover | 43,630,449 | 626,817 | 41,661 | 6,310,724 |
| John C. Hunter, III | 41,352,715 | 2,910,360 | 35,852 | 6,310,724 |
| James C. Johnson | 43,893,061 | 329,672 | 76,194 | 6,310,724 |
| Elizabeth Valk Long | 43,884,115 | 380,907 | 33,905 | 6,310,724 |
| Rakesh Sachdev | 35,281,507 | 8,977,909 | 39,511 | 6,310,724 |

Proposal 2: The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2017 was ratified by the shareholders by the votes set forth in the table below:

| For | Against | Abstain |
|------------|---------|---------|
| 50,076,475 | 481,552 | 51,624 |

Proposal 3: The Company's Executive Officer Bonus Plan performance-based criteria, as described in the Company's Proxy Statement, was approved by the vote of the shareholders set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 43,228,763 | 977,775 | 92,389 | 6,310,724 |

Proposal 4: The Company's executive compensation, as described in the Company's Proxy Statement, was approved by the non-binding advisory votes of the shareholders set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 40,882,209 | 3,307,712 | 109,006 | 6,310,724 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

EDGEWELL PERSONAL CARE COMPANY

By: /s/ Sandra J. Sheldon
Sandra J. Sheldon
Chief Financial Officer

Dated: January 30, 2017