

TIFFANY & CO  
Form 8-K  
March 22, 2013

**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: March 22, 2013**

**TIFFANY & CO.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
  
of incorporation)

**1-9494**  
(Commission  
  
File Number)

**13-3228013**  
(I.R.S. Employer  
  
Identification No.)

**727 Fifth Avenue, New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip Code)

**Registrant's telephone number, including area code: (212) 755-8000**

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 8.01. Other Events.**

Registrant makes various grants and awards of cash, stock and stock units, and provides various benefits, to its executive officers and other management employees pursuant to its 2005 Employee Incentive Plan and pursuant to various retirement plans, formal agreements and informal agreements. Registrant also maintains a share ownership policy for its executive officers and directors. As part of its annual review of compensation, the Compensation Committee of Registrant's Board of Directors made various changes to, and approved new terms of, a Cash Incentive Award Agreement for certain Executive Officers and the Share Ownership Policy for Executive Officers and Directors. The forms of such agreement and policy are attached as exhibits hereto and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.139d Form of Fiscal 2013 Cash Incentive Award Agreement for certain Executive Officers adopted on March 21, 2013 under Registrant's 2005 Employee Incentive Plan as Amended and Adopted as of May 18, 2006.

10.152 Share Ownership Policy for Executives Officers and Directors, Amended and Restated as of March 21, 2013.

**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 thereunto duly authorized.

**TIFFANY & CO.**

BY: /s/ Patrick B. Dorsey  
Patrick B. Dorsey  
Senior Vice President, Secretary and  
General Counsel

Date: March 22, 2013

EXHIBIT INDEX

Exhibit No.	Description
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