

CAMPBELL SOUP CO  
Form 8-K  
November 21, 2014

**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 19, 2014**

**New Jersey**  
**State of Incorporation**

**Commission File Number**  
**1-3822**

**21-0419870**  
**I.R.S. Employer**

**One Campbell Place**

**Identification No.**

**Camden, New Jersey**

**08103-1799**

**Principal Executive Offices**

**Telephone Number: (856) 342-4800**

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)

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- “ **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-(c))**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 19, 2014, the Board of Directors of Campbell Soup Company ( Campbell ) approved an amendment to Article II, Section 1 of Campbell s By-Laws, effective November 19, 2014, to change the size of the Board from 16 to 14 directors. A copy of the By-Laws, as amended, is filed as Exhibit 3 to this Current Report on Form 8-K and is incorporated herein by reference.

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

Campbell held its Annual Meeting of Shareholders on November 19, 2014. The final results of voting with respect to each matter are set forth below.

**1. Election of Directors**

| DIRECTOR               | FOR         | WITHHELD  | <b><u>BROKER<br/>NON-VOTES</u></b> |
|------------------------|-------------|-----------|------------------------------------|
| Paul R. Charron        | 264,158,476 | 912,100   | 25,054,778                         |
| Bennett Dorrance       | 262,573,501 | 2,494,819 | 25,054,778                         |
| Lawrence C. Karlson    | 264,321,627 | 746,693   | 25,054,778                         |
| Randall W. Larrimore   | 263,583,968 | 1,485,869 | 25,054,778                         |
| Marc B. Lautenbach     | 264,344,118 | 726,458   | 25,054,778                         |
| Mary Alice D. Malone   | 262,733,327 | 2,337,248 | 25,054,778                         |
| Sara Mathew            | 263,692,550 | 1,378,026 | 25,054,778                         |
| Denise M. Morrison     | 264,168,795 | 902,437   | 25,054,778                         |
| Charles R. Perrin      | 262,183,654 | 2,887,578 | 25,054,778                         |
| A. Barry Rand          | 263,615,008 | 1,456,224 | 25,054,778                         |
| Nick Shreiber          | 264,430,927 | 640,304   | 25,054,778                         |
| Tracey T. Travis       | 264,415,148 | 656,083   | 25,054,778                         |
| Archbold D. van Beuren | 264,034,744 | 1,036,488 | 25,054,778                         |
| Les C. Vinney          | 263,757,101 | 1,314,131 | 25,054,778                         |

**2. Ratification of Appointment of Independent Registered Public Accounting Firm for Fiscal 2015**

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 288,796,361 | 1,014,236 | 324,456 |

There were no broker non-votes for this proposal.

**3. Advisory Vote on Executive Compensation**

| For         | Against   | Abstain   | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 259,359,487 | 3,519,918 | 2,198,202 | 25,054,778       |

**4. Re-Approval of Campbell Soup Company Annual Incentive Plan**

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 261,772,426 | 2,548,117 | 759,731 | 25,054,778       |



**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3 By-Laws of the Registrant, effective November 19, 2014.

**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.

**CAMPBELL SOUP COMPANY**  
(Registrant)

Date: November 21, 2014

By: /s/ Tara L. Smith  
Tara L. Smith  
Associate Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                      |
|--------------------|---|
| 3                  | By-Laws of the Registrant, effective November 19, 2014. |