

TIFFANY & CO
Form 8-K
May 24, 2018

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: May 24, 2018

TIFFANY & CO.
(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-9494 | 13-3228013 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 200 Fifth Avenue, New York, New York | | 10010 |
| (Address of principal executive offices) | | (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:

- 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))

Indicate by
check mark
whether the
registrant is
an emerging
growth
company as
defined in
Rule 405 of
the

Securities
Act of 1933
(§230.405 of
this chapter)
or Rule
12b-2 of the
Securities
Exchange
Act of 1934
(§240.12b-2
of this
chapter).
Emerging growth company o

If an emerging growth
company, indicate by check
mark if the registrant has
elected not to use the
extended transition period
for complying with any new^o
or revised financial
accounting standards
provided pursuant to Section
13(a) of the Exchange Act.

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

On May 24, 2018, Registrant held its annual meeting of shareholders. Set forth below are the final voting results for each of the three proposals submitted to a vote of the shareholders.

Proposal One. Election of Directors. Each of the ten nominees listed below was elected a director of Registrant to hold office until he or she is succeeded by another qualified director or until his or her earlier resignation or removal from office.

| Nominee | Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------|----------------------------------|---|-----------------------------------|----------------------------------|
| Alessandro Bogliolo | 100,687,630 | 332,356 | 93,575 | 7,807,821 |
| Rose Marie Bravo | 97,386,005 | 2,437,395 | 1,290,161 | 7,807,821 |
| Roger N. Farah | 99,258,413 | 1,731,878 | 123,270 | 7,807,821 |
| Lawrence K. Fish | 100,125,199 | 892,349 | 96,013 | 7,807,821 |
| Abby F. Kohnstamm | 96,939,446 | 2,944,936 | 1,229,179 | 7,807,821 |
| James E. Lillie | 100,600,415 | 387,082 | 126,064 | 7,807,821 |
| William A. Shutzer | 99,355,853 | 1,623,236 | 134,472 | 7,807,821 |
| Robert S. Singer | 99,367,810 | 1,622,723 | 123,028 | 7,807,821 |
| Francesco Trapani | 100,326,825 | 663,023 | 123,713 | 7,807,821 |
| Annie Young-Scrivner | 100,821,396 | 171,675 | 120,490 | 7,807,821 |

Proposal Two. Ratification of the selection of PricewaterhouseCoopers LLP as Registrant's independent registered public accounting firm to audit Registrant's consolidated financial statements for the fiscal year ending January 31, 2019.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------------------|--------------------------------------|-----------------------------------|----------------------------------|
| 106,950,099 | 1,875,764 | 95,519 | --- |

Proposal Three. Approval, on an advisory basis, of the compensation paid to Registrant's named executive officers in the fiscal year ended January 31, 2018.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------------------|--------------------------------------|-----------------------------------|----------------------------------|
| 72,584,669 | 27,992,554 | 536,338 | 7,807,821 |

Item 8.01 Other Events.

At a meeting of the Board of Directors of Registrant, held on May 24, 2018, the Board adopted revised Corporate Governance Principles for Registrant. The amended and restated Corporate Governance Principles are attached hereto as Exhibit 10.37 to this Current Report on Form 8-K.

On May 24, 2018, Registrant issued a news release announcing that its Board of Directors has declared a 10% increase in the quarterly dividend rate on its Common Stock. This action increases the rate from \$0.50 per share to a new rate of \$0.55 per share, effective with the next payment on July 10, 2018. A copy of the May 24, 2018 news release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.37 Corporate Governance Principles, amended and restated effective May 24, 2018.

99.1 News Release dated May 24, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TIFFANY & CO.
(Registrant)

By: /s/ Leigh M. Harlan
Leigh M. Harlan
Senior Vice President, Secretary
and General Counsel

Date: May 24, 2018

EXHIBIT INDEX

Exhibit No. Description

10.37 Corporate Governance Principles, amended and restated effective May 24, 2018.

99.1 News Release dated May 24, 2018.