

TUPPERWARE BRANDS CORP
Form 8-K
May 23, 2012

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) May 22, 2012

TUPPERWARE BRANDS CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 1-11657 (Commission File Number) | 36-4062333 (IRS Employer Identification No.) |
|---|-------------------------------------|---|

| | |
|---|---------------------|
| 14901 South Orange Blossom Trail, Orlando, Florida (Address of principal executive offices) | 32837 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code 407-826-5050

(Former name or former address, if changed since 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 (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))
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Item 5.02(b) Departure of Director or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective May 22, 2012, the following directors have retired from the Board of Directors of Tupperware Brands Corporation in accordance with its retirement policy: Dr. Rita Bornstein, Clifford J. Grum and Bob Marbut.

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

The 2012 Annual Meeting of Shareholders of Tupperware Brands Corporation (the “Company”, “Registrant”) was held on May 22, 2012 (the “Annual Meeting”). The matters described below were voted upon:

Annual Meeting final votes:

| | For | Against or Withheld | Abstain | Broker non-votes |
|--|------------|---------------------|-----------|------------------|
| (1) To elect the following Directors to one year terms expiring in 2013: | | | | |
| Catherine A. Bertini | 42,689,914 | 409,862 | 1,173,583 | 6,049,673 |
| Susan M. Cameron | 42,798,888 | 305,268 | 1,169,203 | 6,049,673 |
| Kriss Cloninger, III | 43,725,927 | 520,242 | 27,190 | 6,049,673 |
| E. V. Goings | 43,365,340 | 714,808 | 193,211 | 6,049,673 |
| Joe R. Lee | 42,251,363 | 847,758 | 1,174,238 | 6,049,673 |
| Angel R. Martinez | 42,432,324 | 665,646 | 1,175,389 | 6,049,673 |
| Antonio Monteiro de Castro | 43,657,568 | 590,632 | 25,159 | 6,049,673 |
| Robert J. Murray | 41,913,793 | 1,186,887 | 1,172,679 | 6,049,673 |
| David R. Parker | 42,264,917 | 834,580 | 1,173,862 | 6,049,673 |
| Joyce M. Roché | 42,207,516 | 893,071 | 1,172,772 | 6,049,673 |
| M. Anne Szostak | 43,355,919 | 892,171 | 25,269 | 6,049,673 |
| (2) To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 29, 2012: | 49,366,231 | 931,042 | 25,759 | — |
| (3) To approve the advisory vote on the Company's executive compensation program: | 42,348,146 | 1,729,938 | 195,275 | 6,049,673 |

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.

Date: May 23, 2012

TUPPERWARE BRANDS
CORPORATION

By: /s/ Thomas M. Roehlk
Thomas M. Roehlk
Executive Vice President and Chief Legal
Officer and Secretary