

AMERICAN EAGLE OUTFITTERS INC
Form 8-K
June 08, 2016

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) June 2, 2016

AMERICAN EAGLE OUTFITTERS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-33338
(Commission

File Number)

13-2721761
(IRS Employer

Identification No.)

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77 Hot Metal Street

Pittsburgh, Pennsylvania
(Address of principal executive offices)

15203-2329
(Zip Code)

Registrant's telephone number, including area code: (412) 432-3300

N/A

(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:

- .. 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.

On June 2, 2016, American Eagle Outfitters, Inc. (the Company) held its annual meeting of stockholders in New York, New York (the Annual Meeting). As of April 6, 2016, the Company's record date, there were a total of 180,800,037 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 163,638,074 shares of Common Stock were represented in person or by proxy and, therefore, a quorum was present.

The stockholders of the Company voted on the following:

1. To elect two Class III directors to serve until the 2019 Annual Meeting of Stockholders;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2017; and
3. An advisory vote on the compensation of the Company's named executive officers.

Votes regarding the election of the director nominees were as follows:

| Name | For | Against | Abstain | Broker Non-Votes |
|--------------------|-------------|-----------|-----------|------------------|
| Thomas R. Ketteler | 138,625,251 | 1,901,881 | 1,449,328 | 21,661,614 |
| Cary D. McMillan | 138,608,652 | 1,913,037 | 1,454,771 | 21,661,614 |

Based on the votes set forth above, the director nominees were duly elected. The following persons continue to serve as Class I directors: Michael G. Jesselson and Jay L. Schottenstein. The following persons continue to serve as Class II directors: Janice E. Page, David M. Sable and Noel J. Spiegel.

Votes regarding the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2017 were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 161,515,426 | 1,648,342 | 474,306 | 0 |

Based on the votes set forth above, the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2017 was duly ratified.

Votes regarding the advisory vote on the compensation of the Company's named executive officers were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 138,600,768 | 2,907,105 | 468,585 | 21,661,616 |

Based on the votes set forth above, the compensation of the Company's named executive officers was approved.

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 hereunto duly authorized.

AMERICAN EAGLE OUTFITTERS, INC.

(Registrant)

Date: June 7, 2016

By: /s/ Jennifer B. Stoecklein
Jennifer B. Stoecklein

Corporate Secretary