

PERRIGO Co plc
Form 8-K
April 30, 2019

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):

April 26, 2019

Perrigo Company plc

(Exact name of registrant as specified in its charter)

Commission file number 001-36353

Ireland
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

The Sharp Building, Hogan Place, Dublin 2, Ireland

(Address of principal executive offices)

(Zip Code)

+353 1 7094000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------|--------------------------|--|
| Ordinary shares | PRGO | New York Stock Exchange |

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

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 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.

At the Company's Annual General Meeting of Shareholders held on April 26, 2019, the Company's shareholders voted on the following matters:

1. Election of ten directors of the Company:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------|-------------|----------------|----------------|-------------------------|
| Bradley A. Alford | 107,020,733 | 2,498,211 | 189,603 | 6,334,396 |
| Rolf A. Classon | 107,069,272 | 2,450,735 | 188,541 | 6,334,395 |
| Adriana Karaboutis | 106,908,620 | 2,610,974 | 188,957 | 6,334,392 |
| Murray S. Kessler | 104,934,488 | 4,587,922 | 186,138 | 6,334,395 |
| Jeffrey B. Kindler | 88,880,658 | 20,638,612 | 189,276 | 6,334,397 |
| Erica L. Mann | 107,973,413 | 1,527,198 | 207,938 | 6,334,394 |
| Donal O Connor | 107,522,662 | 1,995,821 | 190,063 | 6,334,397 |
| Geoffrey M. Parker | 101,429,107 | 8,089,689 | 189,751 | 6,334,396 |
| Theodore R. Samuels | 107,612,920 | 1,904,008 | 191,617 | 6,334,398 |
| Jeffrey C. Smith | 105,675,706 | 3,843,944 | 188,895 | 6,334,398 |

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent auditor for the year ending December 31, 2019 and authorization of the Board of Directors, acting through the Audit Committee, to fix the remuneration of the auditor:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 111,813,589 | 3,389,445 | 345,438 | 0 |

3. Advisory vote to approve the Company's executive compensation:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 98,877,072 | 10,646,689 | 184,782 | 6,334,400 |

4. Approval of the amendment and restatement of the Company's 2013 Long-Term Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 100,735,756 | 8,785,742 | 187,046 | 6,334,399 |

5. Approval of the creation of distributable reserves by reducing some or all of the Company's share premium:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 111,809,395 | 4,000,232 | 233,313 | 3 |

6. Renewal of the Board of Directors authority to issue shares under Irish law:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 111,985,699 | 3,828,292 | 228,949 | 0 |

7. Renewal of the Board of Directors authority to opt-out of statutory pre-emption rights under Irish law:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 112,837,792 | 2,964,155 | 240,996 | 0 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 10.1 Perrigo Company plc 2019 Long-Term Incentive Plan.
- 10.2 Form of Nonqualified Stock Option Agreement under Perrigo Company plc s 2019 Long-Term Incentive Plan.
- 10.3 Form of Service-based Restricted Stock Unit Award Agreement under Perrigo Company plc s 2013 Long-Term Incentive Plan.
- 10.4 Forms of Performance-based Restricted Stock Unit Award Agreements under Perrigo Company plc s 2013 Long-Term Incentive Plan.

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.

(Registrant)

PERRIGO COMPANY PLC

By: /s/ Todd W. Kingma
Todd W. Kingma
Executive Vice President, General Counsel and
Secretary

Dated: April 29, 2019