

PROCTER & GAMBLE Co
Form 8-K
October 11, 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 (Date of earliest event reported) October 11, 2018

THE PROCTER & GAMBLE COMPANY
(Exact name of registrant as specified in its charter)

Ohio 1-434 31-0411980
(State or other jurisdiction (Commission File Number) (IRS Employer
of incorporation) Identification Number)

One Procter & Gamble Plaza, Cincinnati, Ohio 45202
(Address of principal executive offices) Zip Code

(513) 983-1100 45202
(Registrant's telephone number, including area code) Zip Code

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 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

The Procter & Gamble Company (the "Company") held its Annual Meeting of Shareholders on October 9, 2018. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

| 1. Election of Directors | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--------------------------|------------------|----------------------|--------------------|-------------------------|
| Blake, Francis S. | 1,509,664,157 | 162,534,698 | 23,849,784 | 509,170,979 |
| Braly, Angela F. | 1,630,436,175 | 42,606,738 | 23,005,726 | 509,170,979 |
| Chang, Amy L. | 1,652,589,314 | 20,335,450 | 23,123,875 | 509,170,979 |
| Chenault, Kenneth I. | 1,640,643,599 | 32,565,781 | 22,839,259 | 509,170,979 |
| Cook, Scott D. | 1,621,695,000 | 51,153,173 | 23,200,466 | 509,170,979 |
| Jimenez, Joseph | 1,648,076,290 | 24,305,022 | 23,667,327 | 509,170,979 |
| Lundgren, Terry | 1,640,885,825 | 31,764,214 | 23,398,600 | 509,170,979 |
| McNerney, W. James Jr. | 1,609,370,692 | 63,384,014 | 23,293,933 | 509,170,979 |
| Peltz, Nelson | 1,558,064,664 | 112,659,868 | 25,324,107 | 509,170,979 |
| Taylor, David S. | 1,599,143,942 | 68,289,783 | 28,614,914 | 509,170,979 |
| Whitman, Margaret C. | 1,631,326,874 | 42,179,753 | 22,542,012 | 509,170,979 |
| Woertz, Patricia A. | 1,646,283,790 | 26,855,831 | 22,909,018 | 509,170,979 |
| Zedillo, Ernesto | 1,620,977,990 | 51,670,625 | 23,400,024 | 509,170,979 |

| Proposals | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--|------------------|----------------------|--------------------|-------------------------|
| 2. Ratification of the Independent Registered Public Accounting Firm | 2,116,035,868 | 63,089,583 | 26,094,167 | 0 |
| 3. Advisory vote on Company's Executive Compensation (the "Say on Pay" vote) | 1,546,579,501 | 114,257,295 | 35,211,843 | 509,170,979 |

The Company is filing this 8-K pursuant to item 5.07, "Submission of Matters to a Vote of Security Holders."

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.

THE PROCTER & GAMBLE COMPANY

BY: /s/ Sandra T. Lane
Sandra T. Lane
Assistant Secretary
October 11, 2018