

COLGATE PALMOLIVE CO
Form 8-K
February 21, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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)
February 21, 2019

COLGATE-PALMOLIVE COMPANY
(Exact name of registrant as specified in its charter)

Delaware 1-644 13-1815595
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)
300 Park Avenue, New York, NY 10022
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (212) 310-2000

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 21, 2019, the Board of Directors (the “Board”) of Colgate-Palmolive Company (“Colgate”) elected Lisa M. Edwards, Executive Vice President, Strategic Business Operations, Customer and Partner Engagement of Salesforce.com, Inc. (“Salesforce”), to the Board of Directors effective March 1, 2019. Ms. Edwards, 51, will bring extensive leadership experience and expertise in information technology, e-commerce and digital transformation to Colgate’s Board. Ms. Edwards joined Salesforce in 2012 as Executive Vice President, Finance, Head of Global Corporate Services and Chief Procurement Officer, and has served in her current role since 2017. Ms. Edwards previously served in several senior management roles at Visa Inc., including as Senior Vice President and Head of Global Business Development and IP Strategy. Prior to that she was an entrepreneur after starting her career at Bain & Company. Ms. Edwards will receive compensation in accordance with Colgate’s director compensation program for non-employee directors.

During 2018, in the ordinary course of business Colgate purchased software licenses from Salesforce on arm’s length terms, totaling approximately \$730,000. In accordance with Colgate’s Related Person Transaction Policy, these transactions were referred to and approved by the independent directors of the Board.

On February 21, 2019, Ellen M. Hancock, 75, advised the Board that she will not stand for reelection to the Board at the Annual Meeting of Stockholders to be held on May 10, 2019, in light of her desire to retire as a director at the end of her current term.

Additionally, Dennis J. Hickey, 70, Vice Chairman of Colgate, has advised Colgate of his decision to retire, effective February 28, 2019, after nearly 42 years of distinguished service with Colgate.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibit is filed with this document:

Exhibit Number Description

99 Press release, dated February 21, 2019, issued by Colgate-Palmolive Company

2

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.

COLGATE-PALMOLIVE COMPANY

Date: February 21, 2019 By: /s/ Jennifer M. Daniels
Name: Jennifer M. Daniels
Title: Chief Legal Officer and Secretary

3

EXHIBIT INDEX

Exhibit Number Description

99 Press release, dated February 21, 2019, issued by Colgate-Palmolive Company

4

a court of competent jurisdiction, upon application, may order that an officer or director be indemnified for reasonable expenses if, in consideration of all relevant circumstances, the court determines that such individual is fairly and reasonably entitled to indemnification, whether or not the standard of conduct set forth above was met.

The Registrant's bylaws provide that the Registrant shall indemnify and advance expenses to each director or officer of Registrant, or any person who may have served at the request of Registrant's board of directors or its Chief Executive Officer, as a director or officer of another corporation (and, in either case, his heirs, executors and administrators), to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect or hereafter adopted. The bylaws also provide that the Registrant may indemnify and advance expenses to any employee or agent of the Registrant who is not a director or officer (and his heirs, executors and administrators) to the same extent as to a director or officer, if the board of directors determines that to do so is in the best interests of the Registrant.

The Registrant's bylaws also provide that the indemnification rights contained in the bylaws do not exclude other indemnification rights to which a director or officer may be entitled under any statute, charter provision, bylaw, resolution adopted by the shareholders, resolution adopted by the board of directors, agreement, insurance, purchase by the Registrant or otherwise, both as to action in his official capacity and as to action in another capacity.

The Registrant believes that its Charter and Bylaw provisions are necessary to attract and retain qualified persons as directors and officers.

The Registrant has in effect a directors' and officers' liability insurance policy which provides coverage for its directors and officers. Under this policy, the insurer agrees to pay, subject to certain exclusions, for any claim made against a director or officer of the Registrant for a wrongful act by such director or officer, but only if and to the extent such director or officer becomes legally obligated to pay such claim.

Item 7. Exemption from Registration Claimed.

None.

Item 8. Exhibits.

- 4.1 Charter of Wilson Bank Holding Company, as amended (restated for SEC electronic filing purposes only) (incorporated herein by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-4 (Registration No. 333-121943)).
- 4.2 Bylaws of Wilson Bank Holding Company, as amended (restated for SEC electronic filing purposes only) (incorporated herein by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-4 (Registration No. 333-121943)).
- 4.3 Wilson Bank Holding Company 2009 Stock Option Plan.
- 5.1 Opinion of Bass, Berry & Sims PLC.
- 23.1 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).
- 23.2 Consent of Maggart & Associates, P.C.

24.1 Powers of Attorney (contained on the signature page to this registration statement).

Item 9. Undertakings.

A. The Registrant hereby undertakes:

II-2

Table of Contents

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that clauses (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lebanon, State of Tennessee, on April 17, 2009.

WILSON BANK HOLDING COMPANY

By: /s/ J. Randall Clemons
 J. Randall Clemons
 President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints J. Randall Clemons, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ J. Randall Clemons J. Randall Clemons	President, Chief Executive Officer and Director	April 17, 2009
/s/ Lisa Pominski Lisa Pominski	Chief Financial Officer (Principal Financial and Accounting Officer)	April 17, 2009
/s/ H. Elmer Richerson H. Elmer Richerson	Executive Vice President and Director	April 17, 2009
/s/ Charles Bell Charles Bell	Director	April 17, 2009
/s/ Jack W. Bell Jack W. Bell	Director	April 17, 2009
/s/ Mackey Bentley Mackey Bentley	Director	April 17, 2009

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/s/ James F. Comer

Director

April 17, 2009

James F. Comer

/s/ Jerry L. Franklin

Director

April 17, 2009

Jerry L. Franklin

Table of Contents

Signature	Title	Date
/s/ John B. Freeman John B. Freeman	Director	April 17, 2009
/s/ Marshall Griffith Marshall Griffith	Director	April 17, 2009
/s/ Harold R. Patton Harold R. Patton	Director	April 17, 2009
/s/ James Anthony Patton James Anthony Patton	Director	April 17, 2009
/s/ John R. Trice John R. Trice	Director	April 17, 2009
/s/ Robert T. VanHooser, Jr. Robert T. VanHooser, Jr.	Director	April 17, 2009

Table of Contents

EXHIBIT INDEX

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