

Philip Morris International Inc.
Form 8-K
May 05, 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): May 4, 2016

Philip Morris International Inc.
(Exact name of registrant as specified in its charter)

Edgar Filing: Philip Morris International Inc. - Form 8-K

Virginia 1-33708 13-3435103
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

120 Park Avenue, New York, New York 10017-5592
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (917) 663-2000

(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 May 4, 2016, the Company held its Annual Meeting of Shareholders (“Annual Meeting”). There were 1,382,349,844 shares of Common Stock, constituting 89.11% of outstanding shares on the record date (March 11, 2016), represented in person or by proxy at the meeting. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

Proposal 1: Election of Directors.

| Name | For | Against | Abstain | Broker Non-Vote |
|----------------------|---------------|-------------|-----------|-----------------|
| Harold Brown | 1,130,555,871 | 13,832,129 | 1,725,565 | 236,236,279 |
| André Calantzopoulos | 1,140,230,910 | 4,187,332 | 1,695,323 | 236,236,279 |
| Louis C. Camilleri | 1,135,653,120 | 8,750,857 | 1,709,588 | 236,236,279 |
| Werner Geissler | 1,136,319,833 | 8,080,112 | 1,713,499 | 236,236,279 |
| Jennifer Li | 1,140,432,965 | 3,984,931 | 1,695,549 | 236,236,279 |
| Jun Makihara | 1,139,035,880 | 5,289,486 | 1,788,099 | 236,236,279 |
| Sergio Marchionne | 833,907,226 | 309,243,009 | 2,963,097 | 236,236,279 |
| Kalpana Morparia | 1,126,791,284 | 17,505,977 | 1,816,304 | 236,236,279 |
| Lucio A. Noto | 1,130,442,295 | 13,986,947 | 1,684,323 | 236,236,279 |
| Frederik Paulsen | 1,135,931,468 | 8,384,451 | 1,797,646 | 236,236,279 |
| Robert B. Polet | 1,135,124,988 | 9,228,934 | 1,759,643 | 236,236,279 |
| Stephen M. Wolf | 1,128,706,961 | 15,742,910 | 1,663,694 | 236,236,279 |

All director nominees were duly elected.

Proposal 2: Ratification of the Selection of PricewaterhouseCoopers SA as Independent Auditors.

| For | Against | Abstain |
|---------------|-----------|-----------|
| 1,369,259,590 | 9,625,159 | 3,465,095 |

The proposal was approved.

Proposal 3: Advisory Vote Approving Executive Compensation.

| For | Against | Abstain | Broker Non-Vote |
|---------------|------------|------------|-----------------|
| 1,071,136,082 | 56,873,715 | 18,103,768 | 236,236,279 |

The proposal was approved on an advisory basis.

Proposal 4: Shareholder Proposal 1 – Human Rights Policy.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-------------|-------------|-----------------|
| 190,339,093 | 853,524,093 | 102,249,805 | 236,236,279 |

The proposal was defeated.

Proposal 5: Shareholder Proposal 2 – Mediation of Alleged Human Rights Violations.

| For | Against | Abstain | Broker Non-Vote |
|------------|---------------|------------|-----------------|
| 56,435,093 | 1,030,137,128 | 59,541,244 | 236,236,279 |

The proposal was defeated.

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.

**PHILIP MORRIS
INTERNATIONAL INC.**

By/s/ JERRY WHITSON

Name: Jerry Whitson

Title: Deputy General Counsel and
Corporate Secretary

DATE: May 5, 2016