

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

Philip Morris International Inc.
Form 8-K
May 09, 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): May 9, 2018

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

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

| | |
|---|--------------------------|
| 120 Park Avenue, New York, New York (Address of principal executive offices) | 10017-5592 (Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (917) 663-2000

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

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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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

On May 9, 2018, the Company held its Annual Meeting of Shareholders (the “Annual Meeting”). There were 1,379,685,617 shares of Common Stock, constituting 88.76 % of outstanding shares on the record date (March 16, 2018), 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 of the Company.

| Name | For | Against | Abstain | Broker Non-Vote |
|----------------------|---------------|-------------|-----------|-----------------|
| Harold Brown | 1,129,577,832 | 11,317,230 | 2,080,698 | 236,709,857 |
| André Calantzopoulos | 1,136,902,174 | 3,996,021 | 2,072,093 | 236,709,857 |
| Louis C. Camilleri | 1,131,428,244 | 9,424,854 | 2,122,662 | 236,709,857 |
| Massimo Ferragamo | 1,137,027,105 | 3,672,885 | 2,275,670 | 236,709,857 |
| Werner Geissler | 1,134,987,766 | 5,946,245 | 2,041,734 | 236,709,857 |
| Lisa A. Hook | 1,098,833,976 | 41,544,180 | 2,597,604 | 236,709,857 |
| Jennifer Li | 1,129,519,694 | 10,807,832 | 2,648,234 | 236,709,857 |
| Jun Makihara | 1,137,662,364 | 3,283,009 | 2,030,387 | 236,709,857 |
| Sergio Marchionne | 700,295,783 | 436,424,124 | 6,255,724 | 236,709,857 |
| Kalpana Morparia | 1,116,100,903 | 24,191,035 | 2,683,822 | 236,709,857 |
| Lucio A. Noto | 1,129,305,494 | 11,659,462 | 2,010,804 | 236,709,857 |
| Frederik Paulsen | 1,133,715,205 | 7,226,727 | 2,033,828 | 236,709,857 |
| Robert B. Polet | 1,133,622,062 | 7,342,738 | 2,010,960 | 236,709,857 |
| Stephen M. Wolf | 1,128,667,522 | 12,282,636 | 2,025,602 | 236,709,857 |

All director nominees were duly elected.

Proposal 2: Advisory Vote Approving Executive Compensation.

| For | Against | Abstain | Broker Non-Vote |
|---------------|------------|-----------|-----------------|
| 1,105,044,791 | 32,551,742 | 5,379,227 | 236,709,857 |

The proposal was approved on an advisory basis.

Proposal 3: Ratification of the Selection of PricewaterhouseCoopers SA as Independent Auditors.

| For | Against | Abstain |
|---------------|------------|-----------|
| 1,352,545,557 | 23,134,870 | 4,005,190 |

The proposal was approved.

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

~~Jerry~~ Whitson

Deputy General Counsel and
Corporate Secretary

DATE: May 9, 2018