

J M SMUCKER Co
Form 8-K
August 17, 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): August 15, 2018

The J. M. Smucker Company

(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction

of Incorporation)

001-05111
(Commission

File Number)

34-0538550
(IRS Employer

Identification No.)

One Strawberry Lane
Orrville, Ohio

44667-0280

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (330) 682-3000

Not Applicable

(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 (*see* General Instruction A.2.):

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.

The J. M. Smucker Company (the Company) held its Annual Meeting of Shareholders (the Meeting) on August 15, 2018, in Cleveland, Ohio, pursuant to the Notice of the 2018 Annual Meeting of Shareholders and the Proxy Statement sent on or about June 29, 2018 to all shareholders of record at the close of business on June 18, 2018. At the Meeting 101,646,477 shares were represented in person or by proxy, which constituted a quorum. The final results for each of the matters submitted to a vote of the shareholders at the Meeting are set forth below.

1. The shareholders elected the following thirteen Directors to each serve a one-year term expiring at the 2019 Annual Meeting of Shareholders. The votes on this proposal were as follows:

| | Number of Votes | | | |
|---------------------|-----------------|------------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Kathryn W. Dindo | 79,011,205 | 6,895,425 | 133,909 | 15,605,938 |
| Paul J. Dolan | 84,101,447 | 1,793,902 | 145,190 | 15,605,938 |
| Jay L. Henderson | 85,272,823 | 609,601 | 158,115 | 15,605,938 |
| Elizabeth Valk Long | 79,135,639 | 6,566,316 | 338,584 | 15,605,938 |
| Gary A. Oatey | 83,068,953 | 2,617,888 | 353,698 | 15,605,938 |
| Kirk L. Perry | 85,121,926 | 752,342 | 166,271 | 15,605,938 |
| Sandra Pianalto | 85,202,752 | 697,645 | 140,142 | 15,605,938 |
| Nancy Lopez Russell | 42,979,195 | 42,718,641 | 342,703 | 15,605,938 |
| Alex Shumate | 84,305,966 | 1,577,538 | 157,035 | 15,605,938 |
| Mark T. Smucker | 84,974,614 | 939,688 | 126,237 | 15,605,938 |
| Richard K. Smucker | 84,055,480 | 1,560,327 | 424,732 | 15,605,938 |
| Timothy P. Smucker | 83,523,314 | 2,398,980 | 118,245 | 15,605,938 |
| Dawn C. Willoughby | 85,154,670 | 746,702 | 139,167 | 15,605,938 |

2. The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2019. The votes on this proposal were as follows:

| | Number of Votes | | | Broker |
|--|-----------------|-----------|---------|-----------|
| | For | Against | Abstain | Non-Votes |
| | 97,835,797 | 3,641,498 | 169,182 | 0 |

3. The shareholders approved, on an advisory basis, the Company's executive compensation, as disclosed in the Company's Proxy Statement. The votes on this proposal were as follows:

| | Number of Votes | | | Broker |
|--|-----------------|-----------|---------|------------|
| | For | Against | Abstain | Non-Votes |
| | 81,869,644 | 3,782,957 | 387,938 | 15,605,938 |

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 J. M. SMUCKER COMPANY

By: /s/ Jeannette L. Knudsen
Name: Jeannette L. Knudsen
Title: Senior Vice President, General
Counsel

and Secretary

Date: August 17, 2018