

Allergan plc
Form 8-K
May 01, 2019

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 1, 2019 (May 1, 2019)

ALLERGAN PLC

(Exact Name of Registrant as Specified in Charter)

Ireland
(State or Other Jurisdiction

of Incorporation)

001-36867
(Commission

File Number)
Clonshaugh Business and Technology Park

98-1114402
(IRS Employer

Identification No.)

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Coolock, Dublin, D17 E400, Ireland

(Address of Principal Executive Offices)

(862) 261-7000

(Registrant's telephone number, including area code)

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 (§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.

On May 1, 2019, Allergan plc (the Company or Allergan) held its 2019 Annual General Meeting of Shareholders (the AGM) in Dublin, Ireland. There were 332,730,264 ordinary shares of Allergan outstanding as of March 5, 2019, the record date for the AGM. A quorum was present at the AGM.

At the AGM, the Company's shareholders voted on six of a total of six proposals, as described below.

1. Election of Directors:

The following directors were individually elected as members of the Board of Directors (the Board) to hold office until the 2020 Annual General Meeting of Shareholders or until each of their respective successors is duly elected and qualified, with voting results as follows:

| | For | Against | Abstain | Broker Non-Votes |
|-------------------------------|-------------|------------|-----------|------------------|
| Nesli Basgoz, M.D. | 248,901,501 | 12,933,197 | 3,331,897 | 20,598,427 |
| Joseph H. Boccuzzi | 246,275,363 | 15,577,188 | 3,314,044 | 20,598,427 |
| Christopher W. Bodine | 236,485,392 | 22,826,980 | 5,854,223 | 20,598,427 |
| Adriane M. Brown | 249,491,822 | 12,372,453 | 3,302,320 | 20,598,427 |
| Christopher J. Coughlin | 238,782,166 | 23,026,525 | 3,357,904 | 20,598,427 |
| Carol Anthony (John Davidson) | 246,633,943 | 15,222,914 | 3,309,738 | 20,598,427 |
| Thomas C. Freyman | 248,900,474 | 12,939,279 | 3,326,842 | 20,598,427 |
| Michael E. Greenberg, PhD | 249,176,399 | 12,660,983 | 3,329,213 | 20,598,427 |
| Robert J. Hugin | 250,280,556 | 11,598,761 | 3,287,278 | 20,598,427 |
| Peter J. McDonnell, M.D. | 249,104,465 | 12,765,960 | 3,296,170 | 20,598,427 |
| Brenton L. Saunders | 217,978,834 | 43,229,223 | 3,958,538 | 20,598,427 |

2. Advisory Vote on the Compensation of Named Executive Officers:

The Company's shareholders voted to approve, in a non-binding vote, the compensation of the Company's Named Executive Officers, as such compensation was described in the Compensation Discussion and Analysis, compensation tables and narrative discussion set forth in the Company's 2019 Proxy Statement dated March 22, 2019, with voting results as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 225,955,230 | 34,870,564 | 4,340,801 | 20,598,427 |

3. Ratification of the Appointment of PricewaterhouseCoopers LLP:

The Company's shareholders ratified, in a non-binding vote, the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 and authorized, in a binding vote, the Board, acting through its Audit and Compliance Committee, to determine PricewaterhouseCoopers LLP's remuneration, with voting results as follows:

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| For | Against | Abstain |
|-------------|----------------|----------------|
| 271,555,821 | 10,419,410 | 3,789,791 |

4. Renewal of the Authority of the Directors to Issue Shares:

The Company's shareholders voted to approve the resolution to renew the Board's authority to issue shares, with voting results as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 260,773,268 | 16,658,515 | 8,333,239 | 0 |

5A. Renewal of the Authority of the Directors to Issue Shares for Cash Without First Offering Shares to Existing Shareholders:

The Company's shareholders voted to approve the special resolution to renew the Board's authority to issue shares for cash without first offering those shares to existing shareholders, with voting results as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 261,653,029 | 15,659,903 | 8,452,090 | 0 |

5B. Renewal of the Authority of the Directors to Allot New Shares up to an Additional 5% for Cash in Connection with an Acquisition or Other Capital Investment:

The Company's shareholders voted to approve the special resolution to renew the Board's authority to allot new shares up to an additional 5% for cash in connection with an acquisition or other capital investment, with voting results as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 248,443,883 | 28,873,566 | 8,447,623 | 0 |

6. Shareholder Proposal to Require an Independent Board Chairman (Immediate Change):

The Company's shareholders rejected a shareholder proposal that the Company adopt as policy, and amend our governing documents as necessary, to require the Chairman of the Board, with immediate effect, to be an independent member of the Board, with voting results as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 101,019,176 | 159,894,901 | 4,252,518 | 20,598,427 |

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.

Dated: May 1, 2019

Allergan plc

By: /s/ A. Robert D. Bailey
A. Robert D. Bailey
EVP and Chief Legal Officer and Corporate
Secretary