

ESTEE LAUDER COMPANIES INC

Form 8-K

November 15, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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)

**November 13, 2018**

**The Estée Lauder Companies Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**1-14064**

(Commission File Number)

**11-2408943**

(IRS Employer Identification No.)

**767 Fifth Avenue, New York, New York**

(Address of principal executive offices)

**10153**

(Zip Code)

Registrant's telephone number, including area code

**212-572-4200**

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**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. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o 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 Estée Lauder Companies Inc. (the Company) held its Annual Meeting of Stockholders on November 13, 2018. Each share of the Company's Class A Common Stock was entitled to one vote per share, and each share of the Company's Class B Common Stock was entitled to ten votes per share. The matters voted upon and the results of the combined votes of Class A Common Stock and Class B Common Stock are set forth below.

**Proposal One: Election of Directors.** Stockholders elected each of the following nominees as director to hold office until the 2021 Annual Meeting (i.e. as a Class I Director) and until his or her successor is elected and qualified.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Rose Marie Bravo	1,597,513,474	13,112,331	9,597,631
Paul J. Fribourg	1,589,832,643	20,793,161	9,597,631
Irvine O. Hockaday, Jr.	1,591,362,290	19,263,515	9,597,631
Jennifer Hyman	1,609,643,856	981,948	9,597,631
Barry S. Sternlicht	1,521,419,183	89,206,621	9,597,631

The continuing Class II Directors are Ronald S. Lauder, William P. Lauder, Richard D. Parsons, Lynn Forester de Rothschild, Jennifer Tejada, and Richard F. Zannino. The continuing Class III Directors are Charlene Barshefsky, Wei Sun Christianson, Fabrizio Freda, Jane Lauder, and Leonard A. Lauder.

**Proposal Two: Ratification of Appointment of Independent Auditors.** Stockholders approved the ratification of the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending June 30, 2019.

For	Against	Abstentions	Broker Non-Votes
1,617,279,521	2,862,983	80,932	0

**Proposal Three: Advisory Vote on Executive Compensation.** Stockholders approved a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes
1,483,674,450	126,811,753	139,601	9,597,631

**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.

**THE ESTÉE LAUDER COMPANIES INC.**

Date: November 15, 2018

By:

/s/ Spencer G. Smul  
Spencer G. Smul  
Senior Vice President, Deputy General Counsel and  
Secretary