

UNIVERSAL CORP /VA/  
Form 8-K  
August 06, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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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 4, 2015

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UNIVERSAL CORPORATION  
(Exact name of registrant as specified in its charter)

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|--|--|---|
| Virginia<br>(State or other jurisdiction of incorporation) | 001-00652<br>(Commission File<br>Number) | 54-0414210<br>(IRS Employer Identification No.) |
|--|--|---|

|   |                     |
|---|---------------------|
| 9201 Forest Hill Avenue, Richmond, Virginia<br>(Address of principal executive offices) | 23235<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code  
(804) 359-9311

Not applicable  
(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))
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Item 2.02. Results of Operations and Financial Condition.

Universal Corporation (the “Company”) issued a press release on August 6, 2015, discussing its results for the quarter ended June 30, 2015. The press release is attached as Exhibit 99.2 and is incorporated by reference into this Item 2.02.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2015 Annual Meeting of Shareholders (the “2015 Annual Meeting”), the Company’s shareholders (i) elected each of the persons listed below as a director for a term of three years, (ii) approved a non-binding advisory resolution approving the compensation of the Company’s named executive officers, and (iii) ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending March 31, 2016.

As of June 12, 2015, the Company had 22,668,025 shares of common stock outstanding, each of which was entitled to one vote per share. The majority of shares entitled to vote constituted a quorum.

The Company’s shareholders voted as follows:

Proposal 1 - Election of Directors.

|                    | For        | Withheld | Broker Non-Votes |
|--------------------|------------|----------|------------------|
| John B. Adams, Jr. | 16,539,493 | 229,927  | 3,150,226        |
| Diana F. Cantor    | 16,588,329 | 181,091  | 3,150,226        |
| Robert C. Sledd    | 16,597,692 | 171,729  | 3,150,226        |

Ms. Cantor and Messrs. Adams and Sledd were elected to three-year terms. The terms of office of the following directors continued after the 2015 Annual Meeting: Chester A. Crocker, Charles H. Foster, Jr., George C. Freeman, III, Lennart R. Freeman, Eddie N. Moore, Jr. and Thomas H. Johnson.

Proposal 2 - Approval of a non-binding advisory resolution approving the compensation of the Company’s named executive officers.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 16,091,092 | 522,845 | 155,483 | 3,150,226        |

Proposal 3 - Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending March 31, 2016.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 19,720,400 | 121,174 | 78,072  | —                |

No other matters were voted upon at the 2015 Annual Meeting.

Item 8.01. Other Events.

On August 4, 2015, the Board of Directors appointed Charles H. Foster, Jr. to serve as the Lead Independent Director, effective August 4, 2015, to serve until the next annual meeting of the Board of Directors to be held in August, 2016. On August 4, 2015 the Company issued a press release announcing quarterly dividends for the Company's common stock and preferred stock. The press release is attached as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| No.  | Description  |
|------|--|
| 99.1 | Press release dated August 4, 2015, announcing quarterly dividends                         |
| 99.2 | Press release dated August 6, 2015, announcing results for the quarter ended June 30, 2015 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNIVERSAL CORPORATION  
(Registrant)

Date: August 6, 2015

By: /s/ Preston D. Wigner  
Preston D. Wigner  
Vice President, General Counsel, and Secretary

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Exhibit Index

Exhibit

Number

Document

99.1 Press release dated August 4, 2015, announcing quarterly dividends.

99.2 Press release dated August 6, 2015, announcing results for the quarter ended June 30, 2015.