

MONSTER WORLDWIDE, INC.  
Form 8-K  
June 15, 2015

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): June 9, 2015

MONSTER WORLDWIDE, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-34209 (Commission File Number)	13-3906555 (IRS Employer Identification No.)
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133 Boston Post Road, Building 15 Weston, Massachusetts (Address of principal executive offices)	02493 (Zip Code)
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Registrant's telephone number, including area code: (978) 461-8000

None

(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):

- .. 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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Company's 2015 Annual Meeting of Stockholders was held on June 9, 2015. The following proposals were submitted to stockholders at the meeting.

Proposal No. 1 – Election of Directors

Under Proposal No. 1, each of the following six nominees for director was elected to serve a one-year term expiring at the Company's 2016 Annual Meeting of Stockholders. The voting results for Proposal No. 1 were as follows:

	FOR	AGAINST	BROKER NON-VOTES
Edmund P. Giambastiani, Jr.	53,888,894	4,103,322	21,711,834
Timothy T. Yates	56,588,007	1,404,209	21,711,834
John Gaulding	54,433,976	3,558,240	21,711,834
James P. McVeigh	56,403,913	1,588,303	21,711,834
Jeffrey F. Rayport	56,282,176	1,710,040	21,711,834
Roberto Tunioli	55,901,302	2,090,914	21,711,834

Proposal No. 2 – Ratification of Appointment of BDO USA, LLP as Independent Registered Public Accounting Firm

The voting results for Proposal No. 2 were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
77,150,208	2,209,210	344,632	(0)

Proposal No. 3 – Authorization of the Issuance of Additional Shares of Common Stock in Settlement of Conversion of the Company's 3.50% Convertible Senior Notes Due 2019

The voting results for Proposal No. 3 were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
54,417,669	3,343,080	231,467	21,711,834

Proposal No. 4 – Advisory Vote to Approve Named Executive Officer Compensation

The voting results for Proposal No. 4 were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
18,265,539	36,525,805	3,200,872	21,711,834

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.

MONSTER WORLDWIDE, INC.  
(Registrant)

By: /s/ Michael C. Miller  
Name: Michael C. Miller  
Title: Executive Vice President,  
General Counsel and Secretary

Date: June 15, 2015