

Registrant's telephone number, including area code: (650) 312-2000

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):

- .. 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))

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

On March 11, 2015, Franklin Resources, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). The matters voted upon at the Annual Meeting and the final voting results were as follows:

- To elect 10 directors to the Board of Directors of the Company to hold office until the next annual meeting of stockholders or until that person's successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

Each of the 10 nominees for director was elected, and the voting results are set forth below:

| Name of Director | For | Against | Abstain | Broker Non-Votes |
|-------------------------|-------------|----------------|----------------|-------------------------|
| Peter K. Barker | 477,279,889 | 14,504,760 | 1,297,302 | 32,278,147 |
| Mariann Byerwalter | 490,973,720 | 800,302 | 1,307,929 | 32,278,147 |
| Charles E. Johnson | 477,379,371 | 14,447,032 | 1,255,548 | 32,278,147 |
| Gregory E. Johnson | 486,665,749 | 4,590,419 | 1,825,783 | 32,278,147 |
| Rupert H. Johnson, Jr. | 477,947,313 | 13,907,924 | 1,226,714 | 32,278,147 |
| Mark C. Pigott | 490,545,063 | 1,238,503 | 1,298,385 | 32,278,147 |
| Chutta Ratnathicam | 489,314,135 | 2,473,409 | 1,294,407 | 32,278,147 |
| Laura Stein | 487,698,078 | 4,092,323 | 1,291,550 | 32,278,147 |
| Seth H. Waugh | 490,966,944 | 806,276 | 1,308,731 | 32,278,147 |
| Geoffrey Y. Yang | 491,093,725 | 683,190 | 1,305,036 | 32,278,147 |

- To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2015.

The ratification of the appointment of PricewaterhouseCoopers LLP was approved, and the voting results are set forth below:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 519,828,234 | 3,615,545 | 1,916,319 |

- To submit for re-approval the material terms of the performance goals included in the Company's 2002 Universal Stock Incentive Plan for purposes of complying with the requirements of Section 162(m) of the Internal Revenue Code.

The material terms of the performance goals included in the 2002 Universal Stock Incentive Plan were approved, and the voting results are set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 485,924,471 | 5,857,766 | 1,299,714 | 32,278,147 |

SIGNATURES

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

Date: March 12, 2015

FRANKLIN RESOURCES, INC.

/s/ Maria Gray

Name: Maria Gray

Title: Vice President and Secretary