

CLOROX CO /DE/
Form 8-K
November 15, 2018

**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): November 14, 2018

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-07151
(Commission File Number)

31-0595760
(I.R.S. Employer
Identification No.)

1221 Broadway, Oakland, California 94612-1888
(Address of principal executive offices) (Zip code)

(510) 271-7000
(Registrant's telephone number, including area code)

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:

- 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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

Edgar Filing: CLOROX CO /DE/ - Form 8-K

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 November 14, 2018, The Clorox Company (the “Company”) held its annual meeting of stockholders in Oakland, California. The matters voted on and the results of the vote were as follows:

1. The Company’s stockholders elected the following directors to each serve until the next Annual Meeting of Stockholders or until a successor is duly elected and qualified.

| | Number of Votes | | | Broker Non-Votes |
|-------------------------|-----------------|-----------|-----------|------------------|
| | For | Against | Abstain | |
| Amy Banse | 85,816,075 | 660,986 | 207,845 | 26,142,634 |
| Richard H. Carmona | 83,716,533 | 2,742,920 | 225,454 | 26,142,634 |
| Benno Dorer | 83,321,009 | 2,021,266 | 1,342,632 | 26,142,634 |
| Spencer C. Fleischer | 85,620,028 | 834,246 | 230,632 | 26,142,634 |
| Esther Lee | 85,763,392 | 717,010 | 204,504 | 26,142,634 |
| A.D. David Mackay | 86,124,790 | 328,847 | 231,270 | 26,142,634 |
| Robert W. Matschullat | 84,271,213 | 2,199,971 | 213,722 | 26,142,634 |
| Matthew J. Shattock | 86,119,336 | 325,804 | 239,767 | 26,142,634 |
| Pamela Thomas-Graham | 84,456,107 | 2,037,020 | 191,780 | 26,142,634 |
| Carolyn M. Ticknor | 83,495,032 | 2,996,709 | 193,165 | 26,142,634 |
| Russell Weiner | 85,505,783 | 941,659 | 237,464 | 26,142,634 |
| Christopher J. Williams | 85,527,598 | 923,950 | 233,358 | 26,142,634 |

2. The Company’s stockholders voted for (on an advisory basis) the approval of the compensation of the Company’s named executive officers.

| Number of Votes | | | |
|-----------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 80,584,973 | 5,330,744 | 769,021 | 26,142,802 |

3. The Company’s stockholders ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2019.

| Number of Votes | | | |
|-----------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 110,800,203 | 1,657,448 | 369,889 | 0 |

Edgar Filing: CLOROX CO /DE/ - Form 8-K

4. The Company's stockholders did not approve the proposed amendment to the Company's Restated Certificate of Incorporation to eliminate the supermajority voting provision. Under the Company's Restated Certificate of Incorporation, the affirmative vote of at least 80% of the outstanding voting stock is required to approve this proposal. The 85,205,070 votes in favor of this proposal represented 66.73% of the total outstanding shares of common stock.

| Number of Votes | | | |
|-----------------|---------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 85,205,070 | 959,141 | 520,695 | 26,142,634 |

Edgar Filing: CLOROX CO /DE/ - Form 8-K

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 CLOROX COMPANY

Date: November 15, 2018

By:

/s/ Laura Stein
Executive Vice President –
General Counsel and Corporate Affairs
