

TIFFANY & CO
Form 8-K
May 24, 2011

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: May 19, 2011

TIFFANY & CO.

(Exact name of Registrant as specified in its charter)

| | | |
|--|---------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 1-9494 (Commission File Number) | 13-3228013 (I.R.S. Employer Identification No.) |
| 727 Fifth Avenue, New York, New York (Address of principal executive offices) | | 10022 (Zip Code) |

Registrant's telephone number, including area code: (212) 755-8000

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.

Registrant's Annual Meeting of Stockholders held on May 19, 2011. Four matters were voted upon at the meeting.

Matter One. Election of Directors. Each of the nine nominees listed below was elected a director of Registrant to hold office until the next annual meeting of the stockholders and until his or her successor has been elected and qualified.

| Nominee | Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|---------------------|----------------------------|--------------------------------|-----------------------------|----------------------------|
| Michael J. Kowalski | 98,962,613 | 802,218 | 32,941 | 7,326,058 |
| Rose Marie Bravo | 92,042,178 | 7,718,984 | 36,610 | 7,326,058 |
| Gary E. Costley | 98,687,753 | 1,055,700 | 54,319 | 7,326,058 |
| Lawrence K. Fish | 98,915,351 | 830,842 | 51,579 | 7,326,058 |
| Abby F. Kohnstamm | 98,725,955 | 1,035,100 | 36,717 | 7,326,058 |
| Charles K. Marquis | 98,332,252 | 1,427,083 | 38,437 | 7,326,058 |
| Peter W. May | 99,110,854 | 650,786 | 36,132 | 7,326,058 |
| J. Thomas Presby | 97,355,191 | 2,388,175 | 54,406 | 7,326,058 |
| William A. Shutzer | 99,028,616 | 740,434 | 28,722 | 7,326,058 |

Matter Two. Approval of the appointment by the Board of Directors of PricewaterhouseCoopers L.L.P. as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2012.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------------------|---|-----------------------------------|----------------------------------|
| 105,381,127 | 1,624,049 | 118,654 | --- |

Matter Three. Advisory Approval of the compensation paid to the Company's named executive officers.
Vote:

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------------------|---|-----------------------------------|----------------------------------|
| 97,059,059 | 1,631,744 | 1,106,969 | 7,326,058 |

Matter Four. Advisory The frequency of stockholder votes to approve the compensation paid to the Company's named executive officers.
Vote:

| Frequency | Number of Shares Voted For |
|-------------------|----------------------------|
| Every Year | 89,532,159 |
| Every Second Year | 242,938 |
| Every Third Year | 9,915,297 |
| Abstain | 107,378 |

SIGNATURE

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 thereunto duly authorized.

TIFFANY & CO.

BY: /s/ Patrick B. Dorsey
 Patrick B. Dorsey
 Senior Vice President, Secretary
 and
 General Counsel

Date: May 24, 2011

