

CAMPBELL SOUP CO
Form 8-K
November 20, 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):
November 18, 2015

| | | |
|------------------------|------------------------|---------------------------------------|
| New Jersey | Commission File Number | 21-0419870 |
| State of Incorporation | 1-3822 | I.R.S. Employer Identification No. |

One Campbell Place
Camden, New Jersey 08103-1799
Principal Executive Offices
Telephone Number: (856) 342-4800

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-(c))
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Item 5.03 – Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 19, 2015, the Board of Directors of Campbell Soup Company (“Campbell”) approved an amendment to Article II, Section 1 of Campbell’s By-Laws, effective November 19, 2015, to change the size of the Board from 14 to 12 directors. A copy of the By-Laws, as amended, is filed as Exhibit 3 to this Current Report on Form 8-K and is incorporated herein by reference.

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

Campbell held its Annual Meeting of Shareholders on November 18, 2015. The final results of voting with respect to each matter are set forth below.

1. Election of Directors

| Director | For | Against | Abstain | Broker Non-Votes |
|------------------------|-------------|-----------|---------|---------------------|
| Bennett Dorrance | 247,276,525 | 1,886,914 | 576,280 | 22,230,673 |
| Randall W. Larrimore | 247,365,685 | 1,892,156 | 481,878 | 22,230,673 |
| Marc B. Lautenbach | 247,824,355 | 1,436,718 | 478,646 | 22,230,673 |
| Mary Alice D. Malone | 247,301,543 | 1,845,868 | 592,308 | 22,230,673 |
| Sara Mathew | 247,362,517 | 1,888,675 | 488,527 | 22,230,673 |
| Denise M. Morrison | 247,811,115 | 1,435,433 | 493,171 | 22,230,673 |
| Charles R. Perrin | 247,219,743 | 2,041,282 | 478,694 | 22,230,673 |
| A. Barry Rand | 247,238,845 | 2,006,930 | 493,944 | 22,230,673 |
| Nick Shreiber | 248,196,035 | 1,063,648 | 480,036 | 22,230,673 |
| Tracey T. Travis | 248,396,959 | 833,249 | 509,511 | 22,230,673 |
| Archbold D. van Beuren | 248,155,434 | 1,070,501 | 513,784 | 22,230,673 |
| Les C. Vinney | 247,503,579 | 1,734,647 | 501,493 | 22,230,673 |

2. Ratification of Appointment of Independent Registered Public Accounting Firm for Fiscal 2016

| For | Against | Abstain |
|-------------|-----------|---------|
| 270,196,183 | 1,219,109 | 555,100 |

There were no broker non-votes for this proposal.

3. Advisory Vote on Executive Compensation

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|---------------------|
| 244,393,874 | 4,124,845 | 1,221,000 | 22,230,673 |

4. Approval of Campbell Soup Company 2015 Long-Term Incentive Plan

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 240,528,481 | 8,389,471 | 821,767 | 22,230,673 |

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

3 By-Laws of the Registrant, effective November 19, 2015.

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.

CAMPBELL SOUP COMPANY
(Registrant)

Date: November 20, 2015

By: /s/ Kathleen M. Gibson
Kathleen M. Gibson
Vice President and Corporate Secretary

EXHIBIT INDEX

Exhibit
No.

3 By-Laws of the Registrant, effective November 19, 2015.