

AVON PRODUCTS INC  
Form 8-K  
May 17, 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): May 16, 2018

Avon  
Products,  
Inc.  
(Exact  
name of  
registrant  
as  
specified  
in  
charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| New York  | 1-4881                      | 13-0544597                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

Building 6, Chiswick Park  
London W4 5HR  
United Kingdom  
(Address of principal executive offices) (Zip Code)  
+44-1604-232425

(Registrant's telephone number, including area code)

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)

o 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))

o

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

The 2018 Annual Meeting of Shareholders (the "2018 Annual Meeting") of Avon Products, Inc. (the "Company") was held on May 16, 2018. The final results of voting on each of the matters submitted to a vote of shareholders at the 2018 Annual Meeting are set forth below.

1. Each of the director nominees listed below was elected for a one-year term expiring in 2019:

|                         | Votes For   | Withheld   | Broker<br>Non-Votes |
|-------------------------|-------------|------------|---------------------|
| Jose Armario            | 414,371,996 | 2,444,450  | 50,788,675          |
| W. Don Cornwell         | 398,955,928 | 17,860,518 | 50,788,675          |
| Nancy Killefer          | 413,238,138 | 3,578,308  | 50,788,675          |
| Susan J. Kropf          | 415,232,806 | 1,583,640  | 50,788,675          |
| Helen McCluskey         | 413,393,217 | 3,423,229  | 50,788,675          |
| Andrew G. McMaster, Jr. | 415,733,438 | 1,083,008  | 50,788,675          |
| James A. Mitarotonda    | 412,865,297 | 3,951,149  | 50,788,675          |
| Jan Zijderveld          | 414,437,982 | 2,378,464  | 50,788,675          |

2. The advisory vote on executive compensation was approved:

| Votes For   | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|-------------|------------------|-------------|---------------------|
| 355,183,706 | 61,283,125       | 353,949     | 50,788,675          |



3. The appointment of PricewaterhouseCoopers LLP, United Kingdom as the Company's independent registered public accounting firm for 2018 was ratified:

| Votes For   | Votes<br>Against | Abstentions |
|-------------|------------------|-------------|
| 465,673,516 | 1,342,048        | 593,901     |

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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 hereunto duly authorized.

AVON PRODUCTS, INC.  
(Registrant)

By/s/ Ginny Edwards  
Name: Ginny Edwards  
Title: Vice President and Corporate Secretary

Date: May 17, 2018