

Allegion plc
Form 8-K
June 13, 2016

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 – June 8, 2016
(Date of earliest event reported)

ALLEGION PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland 001-35971 98-1108930
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

Block D
Iveagh Court
Harcourt Road
Dublin 2, Ireland
(Address of principal executive offices, including zip code)

(353)(1) 2546200
(Registrant's phone number, including area code)

N/A
(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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual General Meeting held on June 8, 2016 (the "Annual Meeting"), the shareholders of Allegion plc (the "Company") approved amendments to the Company's Memorandum and Articles of Association, which became effective June 8, 2016. The amendments (1) make certain administrative amendments in connection with recent changes in Irish law, (2) provide for a plurality voting standard in the event of a contested election, and (3) grant the Board of Directors sole authority to determine its size.

The amendments to the Company's Memorandum and Articles of Association are described in the definitive proxy statement the Company filed with the Securities and Exchange Commission on April 22, 2016 (the "Proxy Statement"). The descriptions of the amendments included in the Proxy Statement are incorporated herein by reference as Exhibits 99.1 and 99.2. The descriptions of the amendments to the Company's Memorandum and Articles of Association are qualified in their entirety by reference to the full text of the Amended and Restated Memorandum and Articles of Association, a copy of which is filed as Exhibit 3.1.

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

At the Annual Meeting, the shareholders of the Company:

- (1) elected all six of the Company's nominees for director;
- (2) provided advisory approval of the compensation of the Company's named executive officers;
- (3) approved the appointment of PricewaterhouseCoopers to serve as the Company's independent auditors for the fiscal year ending December 31, 2016 and authorized the Audit and Finance Committee to set the auditors' remuneration;
- (4) approved:
 - (A) certain administrative amendments to the Company's Memorandum of Association; and
 - (B) certain administrative amendments to the Company's Articles of Association; and
- (5) approved:
 - (A) amendments to the Articles of Association to provide for a plurality voting standard in the event of a contested election; and
 - (B) amendments to the Articles of Association to grant the Board of Directors sole authority to determine its size.

Shares were voted on these proposals as follows:

Proposals 1(a)-(f). Election of six (6) directors to hold office until the Company's next Annual General Meeting of Shareholders:

| Nominees | For | Against | Abstain | Broker Non-Vote |
|-------------------------|------------|-----------|---------|-----------------|
| (a) Michael J. Chesser | 76,239,930 | 289,715 | 33,816 | 5,967,585 |
| (b) Carla Cico | 76,289,274 | 241,599 | 32,588 | 5,967,585 |
| (c) Kirk S. Hachigian | 76,231,359 | 298,120 | 33,982 | 5,967,585 |
| (d) David D. Petratis | 75,010,801 | 1,516,139 | 36,521 | 5,967,585 |
| (e) Dean I. Schaffer | 76,240,713 | 288,380 | 34,368 | 5,967,585 |
| (f) Martin E. Welch III | 76,239,523 | 290,736 | 33,202 | 5,967,585 |

Proposal 2. Advisory approval of the compensation of the Company's named executive officers:

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 74,752,296 | 1,681,804 | 129,361 | 5,967,585 |

Proposal 3. Appointment of PricewaterhouseCoopers as the independent auditors of the Company for the fiscal year ending December 31, 2015 and authorization of the Audit and Finance Committee to set the auditors' remuneration:

For Against Abstain Broker Non-Vote
82,020,108 444,537 66,401 —

Proposal 4A. Approval of certain administrative amendments to the Company's Memorandum of Association:

For Against Abstain Broker Non-Vote
82,146,133 162,459 222,454 —

Proposal 4B. Approval of certain administrative amendments to the Company's Articles of Association:

For Against Abstain Broker Non-Vote
82,136,555 169,082 225,409 —

Proposal 5A. Approval of amendments to the Company's Articles of Association to provide for a plurality voting standard in the event of a contested election:

For Against Abstain Broker Non-Vote
75,400,691 838,556 324,214 5,967,585

Proposal 5B. Approval of amendments to the Company's Articles of Association to grant the Board of Directors sole authority to determine its size:

For Against Abstain Broker Non-Vote
76,119,325 348,494 95,642 5,967,585

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Amended and Restated Memorandum and Articles of Association |
| 99.1 | The section entitled "Item 4 – Approval of Certain Administrative Amendments to the Company's (A) Memorandum of Association and (B) Articles of Association" and Annexes I and II of the Proxy Statement are incorporated herein by reference. |
| 99.2 | The section entitled "Item 5 – Approval of Amendments to the Company's Articles of Association to (A) Provide for a Plurality Voting Standard in the Event of a Contested Election; and (B) Grant the Board Sole Authority to Determine its Size" and Annexes III and IV of the Proxy Statement are incorporated herein by reference. |

SIGNATURE

Pursuant to the requirements of Section 12 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.

ALLEGION PLC
(Registrant)

Date: June 13, 2016 /s/ S. Wade Sheek
S. Wade Sheek
Secretary

Exhibit Index

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