

PROCTER & GAMBLE Co
 Form 8-K
 October 16, 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) October 16, 2015

Ohio 1-434 31-0411980
 (State or other jurisdiction (Commission File Number) (IRS Employer
 of incorporation) Identification Number)

One Procter & Gamble Plaza, Cincinnati, Ohio 45202
 (Address of principal executive offices) Zip Code

(513) 983-1100 45202
 (Registrant's telephone number, including area code) Zip Code

“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

The Procter & Gamble Company (the "Company") held its Annual Meeting of Shareholders on October 13, 2015. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

| 1. Election of Directors | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--------------------------|------------------|----------------------|--------------------|-------------------------|
| Blake, Francis S. | 1,809,515,471 | 41,998,495 | 11,674,116 | 486,864,109 |
| Braly, Angela F. | 1,800,647,462 | 52,867,414 | 9,673,206 | 486,864,109 |
| Chenault, Kenneth I. | 1,774,432,862 | 79,361,894 | 9,393,326 | 486,864,109 |
| Cook, Scott D. | 1,794,205,157 | 58,954,259 | 10,028,666 | 486,864,109 |
| Desmond-Hellmann, Susan | 1,820,097,494 | 33,111,576 | 9,979,012 | 486,864,109 |
| Lafley, A.G. | 1,799,597,093 | 54,156,715 | 9,434,274 | 486,864,109 |

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| | | | | |
|------------------------|---------------|-------------|------------|-------------|
| Lundgren, Terry J. | 1,775,583,634 | 77,422,074 | 10,182,374 | 486,864,109 |
| McNerney, W. James Jr. | 1,785,855,684 | 68,119,244 | 9,213,154 | 486,864,109 |
| Taylor, David S. | 1,835,273,376 | 19,601,664 | 8,313,042 | 486,864,109 |
| Whitman, Margaret C. | 1,803,082,559 | 41,813,379 | 18,292,144 | 486,864,109 |
| Woertz, Patricia A. | 1,795,989,976 | 55,049,899 | 12,148,207 | 486,864,109 |
| Zedillo, Ernesto | 1,601,601,406 | 249,742,644 | 11,844,032 | 486,864,109 |

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--|------------------|----------------------|--------------------|-------------------------|
| 2. Ratify Appointment of the Independent Registered Public Accounting Firm | 2,309,361,543 | 29,717,564 | 10,973,084 | 0 |
| 3. Advisory vote in the Company's Executive Compensation (the "Say on Pay" vote) | 1,698,355,206 | 148,535,429 | 16,297,447 | 486,864,109 |

The Company's proxy materials also included a shareholder proposal regarding proxy access. This proposal was not voted upon at the Annual Meeting because neither the proponents, nor a qualified representative of the proponents, appeared at the Annual Meeting to present the proposal.

The Company is filing this 8-K pursuant to item 5.07, "Submission of Matters to a Vote of Security Holders."

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.

THE PROCTER & GAMBLE COMPANY

BY: /s/ Susan S. Whaley
 Susan S. Whaley
 Assistant Secretary
 October 16, 2015