

WOLVERINE WORLD WIDE INC /DE/  
Form 8-K  
May 07, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 3, 2018

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WOLVERINE WORLD WIDE, INC.  
(Exact name of registrant as specified in its charter)

Delaware	001-06024	38-1185150
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
9341 Courtland Drive N.E., Rockford, Michigan	49351	
(Address of principal executive offices)	(Zip Code)	

Registrant's telephone number, including area code: (616) 866-5500

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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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On May 3, 2018, the Board of Directors of Wolverine World Wide, Inc. (the “Company”) accepted the resignation of Timothy J. O’Donovan as a Director of the Company, effective as of that same date (the date of the Annual Meeting of Shareholders following his seventy-second birthday). The size of the Board was reduced from eleven to ten upon the retirement of Mr. O’Donovan.

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

On May 3, 2018, the Company held its 2018 Annual Meeting of Shareholders (the “Annual Meeting”). The Company’s shareholders voted upon four proposals at the Annual Meeting and the final results of the shareholder vote on each proposal were as follows:

Proposal 1: Election of Directors for Terms Expiring in 2021

The shareholders elected three candidates nominated by the Board of Directors to serve as directors of the Company for three-year terms expiring at the annual meeting of shareholders to be held in 2021 or until their respective successors, if any, have been elected and qualified. The following sets forth the results of the voting with respect to each candidate:

Candidate	For	Against	Abstentions	Broker Non-Votes
Roxane Divol	82,782,692	1,411,650	48,222	5,641,826
Joseph R. Gromek	80,646,219	3,552,586	43,759	5,641,826
Brenda J. Lauderback	81,131,007	3,084,266	27,291	5,641,826

Proposal 2: Advisory Resolution to Approve Executive Compensation

The following sets forth the results of the voting with respect to the advisory vote regarding the compensation of the Company’s named executive officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Annual Meeting:

For	Against	Abstentions	Broker Non-Votes
79,202,725	4,944,865	94,974	5,641,826

Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders ratified the Audit Committee’s appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2018. The following sets forth the results of the voting with respect to this proposal:

For	Against	Abstentions
86,476,352	3,358,941	49,097

The proposal to ratify the appointment of Ernst & Young LLP was a routine matter and, therefore, there were no broker non-votes relating to that matter.

Proposal 4: Approval of Wolverine World Wide, Inc. Stock Incentive Plan of 2016, as amended and restated

The shareholders approved the Wolverine World Wide, Inc. Stock Incentive Plan of 2016, as amended and restated. The following sets forth the results of the voting with respect to this proposal:

For	Against	Abstentions	Broker Non-Votes
61,504,258	21,475,555	1,262,751	5,641,826

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.

Dated: May 7, 2018 WOLVERINE WORLD WIDE, INC.  
(Registrant)

/s/ Michael D. Stornant  
Michael D. Stornant  
Senior Vice President, Chief Financial Officer and Treasurer