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2,905

N/A

Total

24,742,842

35,524,830

147,901

3,603,678

Proposal 5 - Stockholder Proposal Regarding Adoption of a "Specific Performance Policy".

Broker

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	Votes For	Votes Against	Abstentions	Non-Votes
Beneficial Holders of Class A Common Stock	3,236,258	57,015,974	135,922	3,603,678
Registered Holders of Class A Common Stock	7,412	17,511	2,496	N/A
Total	3,243,670	57,033,485	138,418	3,603,678

Proposal 6 - Stockholder Proposal Regarding "Proxy Access".

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Beneficial Holders of Class A Common Stock	33,290,238	26,961,185	136,731	3,603,678
Registered Holders of Class A Common Stock	6,089	19,101	2,229	N/A
Total	33,296,327	26,980,286	138,960	3,603,678

As previously disclosed in the Company's Proxy Statement, dated May 13, 2014, mailed to the Company's stockholders in connection with the solicitation of proxies by the Company's Board of Directors (the "Board") for use at the 2014 Annual Meeting, on April 30, 2014, the Company entered into a settlement agreement (the "Settlement Agreement") with Engaged Capital, LLC, Glenn W. Welling and various affiliated entities (collectively, "Engaged"). Pursuant to the Settlement Agreement, the Board nominated four new independent director candidates -- Bonnie R. Brooks, Sarah M. Gallagher, Diane L. Neal (who had been included in Engaged's notice of nomination of director candidates) and Stephanie M. Shern (collectively, the "New 2014 Nominees"), together with Arthur C. Martinez, James B. Bachmann, Terry L. Burman, Michael E. Greenlees, Archie M. Griffin, Michael S. Jeffries, Charles R. Perrin and Craig R. Stapleton (altogether, the "2014 Nominees") for election as directors of the Company as part of the Company's slate of director nominees for the 2014 Annual Meeting. Engaged agreed to withdraw its notice of nomination of director candidates, vote its shares of Class A Common Stock of the Company in support of all of the 2014 Nominees at the 2014 Annual Meeting and various other provisions, including customary standstill terms. The cost to the Company of complying with the terms of the Settlement Agreement was nominal.

Item 8.01. Other Events.

On June 19, 2014, upon the recommendation of the Nominating and Board Governance Committee of the Board, the Board made the following appointments: (i) Stephanie M. Shern to serve as a member of the Audit Committee of the Board, with such service to be at the pleasure of the Board; (ii) Diane L. Neal to serve as a member of the Compensation Committee of the Board, with such service to be at the pleasure of the Board; (iii) James B. Bachmann and Sarah M. Gallagher to serve as members of the Corporate Social Responsibility Committee of the Board, with such service to be at the pleasure of the Board; and (iv) Bonnie R. Brooks and Sarah M. Gallagher to serve as members of the Nominating and Board Governance Committee of the Board, with such service to be at the pleasure of the Board. The Board had determined that each of the foregoing individuals meets all of the applicable requirements for service on the respective committee(s) to which they were appointed.

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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.

ABERCROMBIE & FITCH CO.

Dated: June 19, 2014

By: /s/ Robert E. Bostrom
Robert E. Bostrom
Senior Vice President, General Counsel and
Corporate Secretary