

SNAP-ON Inc
Form 8-K
April 26, 2019

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): April 25, 2019

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-7724
(Commission

File Number)

39-0622040
(I.R.S. Employer

Identification No.)

2801 80th Street, Kenosha, Wisconsin 53143-5656

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (262) 656-5200

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)

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 5.07 Submission of Matters to a Vote of Security Holders.

Snap-on Incorporated (the Company) held its 2019 Annual Meeting of Shareholders on April 25, 2019 (the 2019 Annual Meeting). At the 2019 Annual Meeting, the Company's shareholders: (i) elected 10 members of the Company's Board of Directors to each serve a one-year term ending at the 2020 Annual Meeting; (ii) ratified the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2019; and (iii) approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy statement for the 2019 Annual Meeting (the 2019 Proxy Statement). There were 55,585,437 shares of the Company's common stock outstanding and eligible to vote as of the close of business on February 25, 2019, the record date for the 2019 Annual Meeting.

The directors elected to the Company's Board of Directors for terms expiring at the 2020 Annual Meeting, and the number of votes cast for and against, as well as abstentions and broker non-votes with respect to, each individual, are set forth below:

| Director | For | Against | Abstentions | Broker Non-Votes |
|---------------------|------------|-----------|-------------|------------------|
| David C. Adams | 42,709,081 | 814,326 | 82,932 | 4,854,092 |
| Karen L. Daniel | 41,591,724 | 1,938,771 | 75,844 | 4,854,092 |
| Ruth Ann M. Gillis | 43,336,524 | 193,974 | 75,841 | 4,854,092 |
| James P. Holden | 41,829,694 | 1,696,039 | 80,606 | 4,854,092 |
| Nathan J. Jones | 42,606,272 | 922,529 | 77,538 | 4,854,092 |
| Henry W. Knueppel | 38,870,745 | 4,651,251 | 84,343 | 4,854,092 |
| W. Dudley Lehman | 41,803,852 | 1,722,090 | 80,398 | 4,854,092 |
| Nicholas T. Pinchuk | 40,458,163 | 2,418,540 | 729,637 | 4,854,092 |
| Gregg M. Sherrill | 42,027,789 | 1,500,590 | 77,960 | 4,854,092 |
| Donald J. Stebbins | 43,262,638 | 265,724 | 77,977 | 4,854,092 |

The proposal to ratify the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2019 received the following votes:

| | | | | | |
|---------------------|------------|----------------|-----------|--------------|--------|
| Votes for approval: | 47,004,510 | Votes against: | 1,382,104 | Abstentions: | 73,817 |
| Broker non-votes: | 0 | | | | |

The advisory vote to approve the compensation of the Company's named executive officers, as disclosed in Compensation Discussion and Analysis and Executive Compensation Information in the 2019 Proxy Statement, received the following votes:

| | | | | | |
|---------------------|------------|----------------|-----------|--------------|---------|
| Votes for approval: | 39,326,610 | Votes against: | 4,131,747 | Abstentions: | 147,982 |
| Broker non-votes: | 4,854,092 | | | | |

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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.

SNAP-ON INCORPORATED

Date: April 26, 2019

By: /s/ Richard T. Miller
Richard T. Miller
Vice President, General Counsel and Secretary