

Philip Morris International Inc.  
Form 8-K  
May 01, 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): May 1, 2019

Philip Morris International Inc.  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Virginia  | 1-33708                  | 13-3435103                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

120 Park Avenue, New York, New York 10017-5592  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (917) 663-2000  
(Former name or former address, if changed since last report.)

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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:

☐ 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. ☐

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

On May 1, 2019, the Company held its Annual Meeting of Shareholders (the “Annual Meeting”). There were 1,376,806,313 shares of Common Stock, constituting 88.50% of outstanding shares on the record date (March 8, 2019), represented in person or by proxy at the meeting. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

Proposal 1: Election of Directors of the Company.

| Name                 | For           | Against     | Abstain   | Broker-Non-Vote |
|----------------------|---------------|-------------|-----------|-----------------|
| André Calantzopoulos | 1,141,016,890 | 4,188,986   | 2,418,578 | 229,181,859     |
| Louis C. Camilleri   | 1,045,631,080 | 100,135,026 | 1,857,981 | 229,181,859     |
| Massimo Ferragamo    | 1,140,451,290 | 4,659,103   | 2,513,773 | 229,181,859     |
| Werner Geissler      | 1,132,682,084 | 12,473,753  | 2,468,601 | 229,181,859     |
| Lisa A. Hook         | 1,138,097,833 | 7,018,449   | 2,507,856 | 229,181,859     |
| Jennifer Li          | 1,113,151,241 | 32,043,802  | 2,429,095 | 229,181,859     |
| Jun Makihara         | 1,141,590,252 | 3,486,860   | 2,547,022 | 229,181,859     |
| Kalpana Morparia     | 1,128,006,658 | 17,062,103  | 2,555,377 | 229,181,859     |
| Lucio A. Noto        | 1,129,073,170 | 16,041,489  | 2,509,791 | 229,181,859     |
| Frederik Paulsen     | 1,138,979,033 | 6,113,721   | 2,531,700 | 229,181,859     |
| Robert B. Polet      | 1,137,005,668 | 8,047,075   | 2,571,711 | 229,181,859     |
| Stephen M. Wolf      | 1,128,970,597 | 16,606,142  | 2,047,715 | 229,181,859     |

All director nominees were duly elected.

Proposal 2: Advisory Vote Approving Executive Compensation.

| For           | Against    | Abstain   | Broker-Non-Vote |
|---------------|------------|-----------|-----------------|
| 1,094,919,729 | 46,412,501 | 6,292,104 | 229,181,859     |

The proposal was approved on an advisory basis.

Proposal 3: Ratification of the Selection of PricewaterhouseCoopers SA as Independent Auditors.

| For           | Against    | Abstain   |
|---------------|------------|-----------|
| 1,352,700,180 | 20,951,178 | 3,154,894 |

The proposal was approved.



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.

PHILIP MORRIS  
INTERNATIONAL INC.

By: /s/ JERRY WHITSON  
Name: Jerry Whitson  
Title: Deputy General Counsel  
and Corporate Secretary  
DATE: May 1, 2019