

AVON PRODUCTS INC  
Form 8-K  
May 01, 2019

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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 1, 2019

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Avon Products, Inc.  
(Exact name of registrant as specified in charter)

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|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| New York  | 1-4881                      | 13-0544597                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

Building 6, Chiswick Park  
London W4 5HR  
United Kingdom  
(Address of principal executive offices) (Zip Code)  
+44-1604-232425  
(Registrant's telephone number, including area code)

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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))

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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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INFORMATION TO BE INCLUDED IN THE REPORT

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

On May 1, 2019, Avon Products, Inc. (the "Company") granted to its new Chief Financial Officer, Gustavo Arnal, equity awards (the "Equity Awards") in connection with Mr. Arnal's commencement of employment with the Company. As contemplated in the employment offer letter and contract of employment agreement entered into, effective December 11, 2018, by Mr. Arnal and Avon Cosmetics Limited (a wholly owned subsidiary of the Company) and as previously described in the Form 8-K filed by the Company on December 13, 2018, the Equity Awards are being granted to Mr. Arnal pursuant to the 2019 long-term incentive program maintained by the Company for Mr. Arnal and similarly situated employees. The Equity Awards were granted on May 1, 2019, due to Mr. Arnal's commencing his employment with us subsequent to the date that awards under 2019 long-term incentive program were generally granted. Further, the Equity Awards were approved unanimously by the Company's Compensation and Management Development Committee and Board of Directors as employment inducement grants pursuant to NYSE Listed Company Manual Rule 303A.08.

The material terms of the Equity Awards are set forth in the press release issued by the Company on May 1, 2019 announcing the grant of the Equity Awards. The press release is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

ITEM 8.01 Other Events.

On May 1, 2019, the Company issued a press release relating to the announcement described in Item 5.02. The release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|             |   |
|-------------|---|
| <u>99.1</u> | <u>Press Release of Avon Products, Inc. dated May 1, 2019</u> |
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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.

**AVON PRODUCTS, INC.**  
(Registrant)

By: /s/ Ginny Edwards  
Name: Ginny Edwards  
Title: Vice President, Interim General Counsel  
and Corporate Secretary

Date: May 1, 2019

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EXHIBIT INDEX

| Exhibit<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

|      |  |
|------|--|
| 99.1 | Press Release of Avon Products, Inc. dated May 1, 2019 |
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