

Knowles Corp  
Form 8-K  
May 15, 2014

**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 13, 2014**

**Knowles Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36102**  
**(Commission**  
  
**File Number)**

**90-1002689**  
**(IRS Employer**  
  
**Identification No.)**

**1151 Maplewood Drive**  
**Itasca, Illinois**  
**(Address of principal executive offices)**

**60143**  
**(Zip Code)**

**Registrant's telephone number, including area code: 630-250-5100**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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))

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

Knowles Corporation (the Company) held its Annual Meeting of Shareholders on May 13, 2014. At the Annual Meeting, the Company's shareholders (i) elected the persons listed below to serve as Class I directors for a term of three years; (ii) ratified the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2014; (iii) approved, on an advisory basis, the compensation paid to the Company's named executive officers; and (iv) approved, on an advisory basis, the frequency of once every year for future advisory votes on executive compensation. Set forth below are the voting results for each of these proposals:

*Item 1: The election of three Class I directors*

<b>Director Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Jeffrey S. Niew	64,612,615	299,214	7,123,582
Keith L. Barnes	63,381,267	1,530,562	7,123,582
Richard K. Lochridge	63,750,484	1,161,345	7,123,582

*Item 2: The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014*

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
71,930,354	67,588	37,469	0

*Item 3: An advisory vote on named executive officer compensation*

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
63,444,709	694,158	772,962	7,123,582

*Item 4: An advisory vote on the frequency of holding an advisory vote on named executive officer compensation*

<b>Frequency</b>	<b>For</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
1 year	54,869,023		
2 years	114,059		
3 years	9,244,633		
		684,114	7,123,582

Following this advisory vote, and consistent with the voting results, the Company decided to conduct future advisory votes on named executive officer compensation once every year until the next required advisory vote on frequency.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KNOWLES CORPORATION

Date: May 15, 2014

By: /s/ Thomas G. Jackson  
Thomas G. Jackson  
Senior Vice President, General Counsel & Secretary