

LOGITECH INTERNATIONAL SA
Form 8-K
September 07, 2018

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: September 5, 2018
(Date of earliest event reported)

LOGITECH INTERNATIONAL S.A.
(Exact name of registrant as specified in its charter)

Commission File Number: 0-29174

| | |
|--|---|
| Canton of Vaud, Switzerland (State or other jurisdiction of incorporation or organization) | None (I.R.S. Employer Identification No.) |
|--|---|

Logitech International S.A.
Apples, Switzerland
c/o Logitech Inc.
7700 Gateway Boulevard
Newark, California 94560
(Address of principal executive offices and zip code)

(510) 795-8500
(Registrant's telephone number, including area code)

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

The Annual General Meeting of Shareholders of the Company was held on September 5, 2018. At the meeting, shareholders voted on the following proposals and cast their votes as follows:

Proposal 1: Approval of the Annual Report, the consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2018

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 105,704,493 | 19,762 | 368,673 | — |
| 99.98% | 0.02% | N/A | N/A |

Proposal 2: Advisory vote to approve executive compensation

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 85,808,099 | 13,380,466 | 1,915,517 | 5,153,046 |
| 86.51% | 13.49% | N/A | N/A |

Proposal 3: Appropriation of retained earnings and declaration of dividend

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,816,852 | 21,456 | 265,775 | 5,153,045 |
| 99.98% | 0.02% | N/A | N/A |

Proposal 4: Amendment of the Articles of Incorporation regarding the creation of an authorized share capital

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 81,779,892 | 19,185,525 | 138,665 | 5,153,046 |
| 81.00% | 19.00% | N/A | N/A |

Proposal 5: Amendment of the Articles of Incorporation regarding the convening of shareholder meetings

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,588,365 | 156,283 | 358,634 | 5,153,046 |
| 99.84% | 0.16% | N/A | N/A |

Proposal 6: Amendment of the Articles of Incorporation regarding the maximum number of mandates that members of the Board of Directors and Management Team may accept for charitable organizations

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 98,568,319 | 2,188,989 | 347,973 | 5,153,047 |
| 97.83% | 2.17% | N/A | N/A |

Proposal 7: Release of the Board of Directors and Executive Officers from liability for activities during fiscal year 2018

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 98,338,843 | 457,321 | 1,062,420 | 5,153,046 |
| 99.54% | 0.46% | N/A | N/A |

Proposal 8.A: Re-election of Dr. Patrick Aebischer to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 96,332,037 | 4,480,899 | 292,348 | 5,153,044 |
| 95.56% | 4.44% | N/A | N/A |

Proposal 8.B: Re-election of Ms. Wendy Becker to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,226,694 | 591,582 | 287,008 | 5,153,044 |
| 99.41% | 0.59% | N/A | N/A |

Proposal 8.C: Re-election of Dr. Edouard Bugnion to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,242,681 | 571,231 | 291,372 | 5,153,044 |
| 99.43% | 0.57% | N/A | N/A |

Proposal 8.D: Re-election of Mr. Bracken Darrell to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 89,803,635 | 11,007,847 | 293,802 | 5,153,044 |
| 89.08% | 10.92% | N/A | N/A |

Proposal 8.E: Re-election of Mr. Guerrino De Luca to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 94,908,281 | 5,915,341 | 282,072 | 5,153,044 |
| 94.13% | 5.87% | N/A | N/A |

Proposal 8.F: Re-election of Mr. Didier Hirsch to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 98,737,777 | 2,075,587 | 292,330 | 5,153,044 |
| 97.94% | 2.06% | N/A | N/A |

Proposal 8.G: Re-election of Dr. Neil Hunt to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 99,887,081 | 925,507 | 293,106 | 5,153,044 |
| 99.08% | 0.92% | N/A | N/A |

Proposal 8.H: Re-election of Ms. Neela Montgomery to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 99,235,354 | 1,590,334 | 280,006 | 5,153,044 |
| 98.42% | 1.58% | N/A | N/A |

Proposal 8.I: Re-election of Mr. Dimitri Panayotopoulos to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,189,119 | 624,104 | 292,470 | 5,153,045 |
| 99.38% | 0.62% | N/A | N/A |

Proposal 8.J: Re-election of Dr. Lung Yeh to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,720,036 | 100,206 | 283,452 | 5,153,044 |
| 99.90% | 0.10% | N/A | N/A |

Proposal 8.K: Election of Ms. Marjorie Lao to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,699,296 | 115,748 | 287,650 | 5,153,044 |
| 99.89% | 0.11% | N/A | N/A |

Proposal 9: Election of the Chairman of the Board

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 94,340,732 | 6,470,600 | 291,362 | 5,153,044 |
| 93.58% | 6.42% | N/A | N/A |

Proposal 10.A: Re-election of Dr. Edouard Bugnion to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 99,775,322 | 1,006,263 | 321,109 | 5,153,044 |
| 99.00% | 1.00% | N/A | N/A |

Proposal 10.B: Re-election of Dr. Neil Hunt to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 99,442,583 | 1,335,465 | 324,646 | 5,153,044 |
| 98.67% | 1.33% | N/A | N/A |

Proposal 10.C: Re-election of Mr. Dimitri Panayotopoulos to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 99,740,427 | 1,037,134 | 325,133 | 5,153,044 |
| 98.97% | 1.03% | N/A | N/A |

Proposal 10.D: Election of Ms. Wendy Becker to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 99,927,672 | 840,619 | 334,403 | 5,153,044 |
| 99.17% | 0.83% | N/A | N/A |

Proposal 11: Approval of Compensation for the Board of Directors for the 2018 to 2019 Board Year

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 89,050,680 | 9,983,405 | 2,068,607 | 5,153,046 |
| 89.92% | 10.08% | N/A | N/A |

Proposal 12: Approval of Compensation for the Group Management Team for Fiscal Year 2020

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 85,110,830 | 13,905,135 | 2,086,727 | 5,153,046 |
| 85.96% | 14.04% | N/A | N/A |

Proposal 13: Re-election of KPMG AG as Logitech's auditors and ratification of the appointment of KPMG LLP as Logitech's independent registered public accounting firm for fiscal year 2019

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 105,747,870 | 203,593 | 304,276 | — |
| 99.81% | 0.19% | N/A | N/A |

Proposal 14: Election of Etude Regina Wenger and Sarah Keiser-Wüger as Independent Representative

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 100,772,820 | 42,229 | 287,634 | 5,153,045 |
| 99.96% | 0.04% | N/A | N/A |

Under Swiss law, abstentions are not counted towards the calculation of the majority required for passage of the proposals.

Item 8.01 Other Events

With respect to the dividend approved under Proposal 3 described under Item 5.07 above, the Company has announced that the ex-dividend date (the first trading day without the right to receive the dividend payment) is expected to be Wednesday, September 19, 2018 on both the SIX Swiss Exchange and the Nasdaq Global Select Market, the record date is expected to be Thursday, September 20, 2018, and the payment date is expected to be Friday, September 21, 2018. In order to be eligible to receive the dividend payment, Logitech shares must be purchased by the end of the official trading day on the SIX Swiss Exchange or the Nasdaq Global Select Market on September 18, 2018. Information regarding the pending dividend can be found on the Dividend page of the Logitech Investor Relations site within the Company's corporate website.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

Logitech International S.A.

/s/ Bryan Ko

Bryan Ko

General Counsel and Corporate Secretary

September 7, 2018