

ESTEE LAUDER COMPANIES INC

Form 8-K

November 15, 2016

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 1934

Date of Report (Date of earliest event reported)

November 11, 2016

The Estée Lauder Companies Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-14064

(Commission File Number)

11-2408943

(IRS Employer Identification No.)

767 Fifth Avenue, New York, New York

(Address of principal executive offices)

10153

(Zip Code)

Registrant's telephone number, including area code

212-572-4200

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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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on November 11, 2016. At that meeting, there were 187,018,984 shares of Class A Common Stock and 144,161,737 shares of Class B Common Stock present in person or by proxy and entitled to vote. Each share of Class A Common Stock is entitled to one vote per share, and each share of Class B Common Stock is entitled to ten votes per share. The combined voting power of the shares was 1,628,636,354 votes. The matters voted upon and the results of the vote are set forth below.

Proposal One: Election of Directors.

Stockholders elected each of the following nominees as director to hold office until the 2019 Annual Meeting (i.e. as a Class II Director) and until his or her successor is elected and qualified.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------------------|---------------|----------------|------------------|
| Ronald S. Lauder | 1,608,377,863 | 12,237,660 | 8,020,831 |
| William P. Lauder | 1,536,379,999 | 84,141,735 | 8,114,620 |
| Richard D. Parsons | 1,535,538,115 | 84,983,619 | 8,114,620 |
| Lynn Forester de Rothschild | 1,611,901,283 | 8,714,240 | 8,020,831 |
| Richard F. Zannino | 1,614,048,130 | 6,567,393 | 8,020,831 |

The continuing Class I Directors are Rose Marie Bravo, Paul J. Fribourg, Mellody Hobson, Irvine O. Hockaday, Jr., and Barry S. Sternlicht. The continuing Class III directors are Charlene Barshefsky, Wei Sun Christianson, Fabrizio Freda, Jane Lauder, and Leonard A. Lauder.

Proposal Two: Ratification of Appointment of Independent Auditors.

Stockholders approved the ratification of the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending June 30, 2017.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|-------------|------------------|
| 1,626,794,592 | 1,502,060 | 339,702 | 0 |

Proposal Three: Advisory Vote on Executive Compensation.

Stockholders approved a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers.

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| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|-------------|------------------|
| 1,488,287,221 | 130,199,574 | 2,128,728 | 8,020,831 |

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.

THE ESTÉE LAUDER COMPANIES INC.

Date: November 15, 2016

By:

/s/ Spencer G. Smul
Spencer G. Smul
Senior Vice President
Deputy General Counsel and Secretary