

MCCORMICK & CO INC  
Form 8-K  
March 31, 2014

SECURITIES & EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported):

March 26, 2014

McCormick & Company, Incorporated  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Maryland<br>(State or other jurisdiction<br>of incorporation) | 001-14920<br>(Commission<br>File Number) | 52-0408290<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                     |
|---|---------------------|
| 18 Loveton Circle<br>Sparks, Maryland<br>(Address of principal executive offices) | 21152<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (410) 771-7301

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):

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)).

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

On March 26, 2014, the Registrant held its Annual Meeting of Stockholders, at which three proposals were submitted to, and approved by, the Registrant's stockholders. The proposals are described in detail in the Registrant's proxy statement for the 2014 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on February 14, 2014. The final results for the votes regarding each proposal are set forth below.

1. Registrant's stockholders elected ten directors to the Registrant's Board of Directors, to hold office until the next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified. The votes regarding this proposal were as follows:

|                           | For       | Against | Abstained | Broker Non-Votes |
|---------------------------|-----------|---------|-----------|------------------|
| John P. Bilbrey           | 9,517,599 | 72,064  | 37,158    | 1,170,847        |
| J. Michael Fitzpatrick    | 9,504,783 | 84,769  | 37,269    | 1,170,847        |
| Freeman A. Hrabowski, III | 9,473,819 | 111,142 | 41,860    | 1,170,847        |
| Patricia Little           | 9,518,167 | 69,763  | 38,891    | 1,170,847        |
| Michael D. Mangan         | 9,515,537 | 72,350  | 38,934    | 1,170,847        |
| Margaret M. V. Preston    | 9,514,332 | 70,395  | 42,094    | 1,170,847        |
| Gordon M. Stetz, Jr.      | 9,526,982 | 65,117  | 34,722    | 1,170,847        |
| William E. Stevens        | 9,420,637 | 166,877 | 39,307    | 1,170,847        |
| Jacques Tapiero           | 9,514,069 | 71,947  | 40,805    | 1,170,847        |
| Alan D. Wilson            | 9,524,539 | 71,270  | 31,012    | 1,170,847        |

2. Registrant's stockholders approved in an advisory (non-binding) vote the compensation paid to the Registrant's Named Executive Officers. The votes regarding this proposal were as follows:

| For       | Against | Abstained | Broker Non-Votes |
|-----------|---------|-----------|------------------|
| 9,303,398 | 184,548 | 138,875   | 1,170,847        |

3. Registrant's stockholders ratified the appointment of Ernst & Young LLP as the Registrant's independent registered public accounting firm for the fiscal year ending November 30, 2014. The votes regarding this proposal were as follows:

| For        | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 10,664,353 | 109,966 | 23,349    | 0                |

No other matters were submitted for stockholder action.

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.

March 31, 2014

MCCORMICK & COMPANY, INCORPORATED

By: /s/ W. Geoffrey Carpenter  
W. Geoffrey Carpenter  
Vice President, General Counsel &  
Secretary