

MONSANTO CO /NEW/  
Form 8-K  
January 29, 2016

As Filed with the Securities and Exchange Commission on January 29, 2016

UNITED STATES  
SECURITIES AND 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

Date of Report (Date of earliest event reported): January 29, 2016

MONSANTO COMPANY  
(Exact Name of Registrant as Specified in its Charter)

|                        |                          |                                   |
|------------------------|--------------------------|-----------------------------------|
| Delaware               | 001-16167                | 43-1878297                        |
| State of Incorporation | (Commission File Number) | (IRS Employer Identification No.) |

800 North Lindbergh Boulevard  
St. Louis, Missouri 63167  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (314) 694-1000

Not Applicable  
(Former Name or Former Address, If Changed Since Last Report)

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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))
- Pre-commencement communications pursuant to Rule 13a-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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

At Monsanto Company's 2016 Annual Meeting on January 29, 2016, of the 440,267,001 shares outstanding and entitled to vote, 378,499,943 shares were represented, constituting a 85.97% quorum. Each matter was determined by a majority of votes cast.

The final results for each of the matters submitted to a vote of shareowners at the Annual Meeting are as follows:

## Item No. 1: ELECTION OF DIRECTORS

All of the board's nominees for director were elected to serve until the Company's 2017 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee                        | Votes Cast For |                 | Votes Cast Against |                 | Abstain   | Broker Non-Votes |
|--------------------------------|----------------|-----------------|--------------------|-----------------|-----------|------------------|
|                                | Number         | % of Votes Cast | Number             | % of Votes Cast |           |                  |
| Gregory H. Boyce               | 347,991,532    | 99.73%          | 917,289            | 0.26%           | 1,796,192 | 27,794,930       |
| David L. Chicoine, Ph.D        | 348,050,295    | 99.74%          | 876,357            | 0.25%           | 1,778,361 | 27,794,930       |
| Janice L. Fields               | 347,958,694    | 99.72%          | 973,674            | 0.27%           | 1,772,645 | 27,794,930       |
| Hugh Grant                     | 336,855,324    | 96.87%          | 10,883,383         | 3.12%           | 2,966,306 | 27,794,930       |
| Arthur H. Harper               | 348,005,659    | 99.73%          | 938,597            | 0.26%           | 1,760,757 | 27,794,930       |
| Laura K. Ipsen                 | 348,059,251    | 99.75%          | 859,602            | 0.24%           | 1,786,160 | 27,794,930       |
| Marcos M. Lutz                 | 343,548,750    | 98.46%          | 5,369,151          | 1.53%           | 1,787,112 | 27,794,930       |
| C. Steven McMillan             | 345,358,739    | 99.13%          | 2,998,846          | 0.86%           | 2,347,428 | 27,794,930       |
| Jon R. Moeller                 | 348,076,828    | 99.76%          | 836,051            | 0.23%           | 1,792,134 | 27,794,930       |
| William U. Parfet              | 344,076,636    | 98.76%          | 4,318,081          | 1.23%           | 2,310,296 | 27,794,930       |
| George H. Poste, Ph.D., D.V.M. | 347,681,796    | 99.64%          | 1,229,095          | 0.35%           | 1,794,122 | 27,794,930       |
| Robert J. Stevens              | 345,340,034    | 99.13%          | 3,024,355          | 0.86%           | 2,340,624 | 27,794,930       |
| Patricia Verduin, Ph.D.        | 348,076,438    | 99.75%          | 851,017            | 0.24%           | 1,777,558 | 27,794,930       |

## Item No. 2: RATIFICATION OF AUDITORS

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2016 was ratified by the shareowners, by the votes set forth in the table below:

| Votes Cast For |                 | Votes Cast Against |                 | Abstain   | Broker Non-Votes |
|----------------|-----------------|--------------------|-----------------|-----------|------------------|
| Number         | % of Votes Cast | Number             | % of Votes Cast |           |                  |
| 373,997,614    | 99.29%          | 2,667,017          | 0.70%           | 1,835,312 | —                |

## Item No. 3: ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

The shareowners approved, on an advisory (non-binding) basis, executive compensation, by the votes set forth in the table below:

| Votes Cast For |                 | Votes Cast Against |                 | Abstain   | Broker Non-Votes |
|----------------|-----------------|--------------------|-----------------|-----------|------------------|
| Number         | % of Votes Cast | Number             | % of Votes Cast |           |                  |
| 336,462,838    | 96.73%          | 11,349,216         | 3.26%           | 2,892,959 | 27,794,930       |

## Item No. 4: CODE SECTION 162(m) ANNUAL INCENTIVE PLAN APPROVAL

The shareowners approved the material terms of the performance goal and a change to the maximum award used for determining awards to certain executive officers by the votes set forth in the table below:

| Votes Cast For |                 | Votes Cast Against |                 | Abstain   | Broker Non-Votes |
|----------------|-----------------|--------------------|-----------------|-----------|------------------|
| Number         | % of Votes Cast | Number             | % of Votes Cast |           |                  |
| 343,243,608    | 98.47%          | 5,310,808          | 1.52%           | 2,150,597 | 27,794,930       |

## Item No. 5: SHAREOWNER PROPOSAL: GLYPHOSATE REPORT

The shareowners did not approve the shareowner proposal presented at the meeting requesting a glyphosate report, as evidenced by the votes set forth in the table below:

| Votes Cast For |                 | Votes Cast Against |                 | Abstain    | Broker Non-Votes |
|----------------|-----------------|--------------------|-----------------|------------|------------------|
| Number         | % of Votes Cast | Number             | % of Votes Cast |            |                  |
| 17,201,645     | 5.33%           | 305,498,211        | 94.66%          | 28,005,157 | 27,794,930       |

## Item No.6: SHAREOWNER PROPOSAL: LOBBYING REPORT

The shareowners did not approve the shareowner proposal presented at the meeting requesting a lobbying report, as evidenced by the votes set forth in the table below:

| Votes Cast For |                 | Votes Cast Against |                 | Abstain    | Broker Non-Votes |
|----------------|-----------------|--------------------|-----------------|------------|------------------|
| Number         | % of Votes Cast | Number             | % of Votes Cast |            |                  |
| 68,161,390     | 20.81%          | 259,327,606        | 79.18%          | 23,216,017 | 27,794,930       |

## Item No.7: SHAREOWNER PROPOSAL: INDEPENDENT BOARD CHAIRMAN

The shareowners did not approve the shareowner proposal presented at the meeting requesting an independent board chairman, as evidenced by the votes set forth in the table below:

| Votes Cast For |                 | Votes Cast Against |                 | Abstain | Broker Non-Votes |
|----------------|-----------------|--------------------|-----------------|---------|------------------|
| Number         | % of Votes Cast | Number             | % of Votes Cast |         |                  |

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|            |        |             |        |           |            |
|------------|--------|-------------|--------|-----------|------------|
| 51,894,457 | 14.89% | 296,516,578 | 85.10% | 2,293,978 | 27,794,930 |
|------------|--------|-------------|--------|-----------|------------|

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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.

Dated: January 29, 2016

MONSANTO COMPANY

By: /s/ Michelle Bushore  
Name: Michelle Bushore  
Title: Assistant Secretary