

MONSANTO CO /NEW/

Form 8-K

March 28, 2016

As Filed with the Securities and Exchange Commission on March 28, 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): March 28, 2016 (March 25, 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 obligations 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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

8Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 25, 2016, Monsanto Company's (the "Company") Board of Directors (the "Board") elected Dwight M. Barns to the Board and appointed Mr. Barns to its Science and Technology Committee and its Sustainability and Corporate Responsibility Committee. Mr. Barns is the chief executive officer of Nielsen Holdings plc, where he also serves as a director. Mr. Barns will stand for election at the Company's 2017 annual meeting of shareowners.

In addition, the Board determined that Mr. Barns is independent under the listing standards of the New York Stock Exchange and the Board's charter and corporate governance guidelines.

Mr. Barns will be entitled to receive the same compensation for service as a director as is provided to other directors of the Company under the Non-Employee Director Equity Incentive Compensation Plan (the "Plan"). The Plan was described in more detail in the Proxy Statement for our 2016 annual meeting. Under the Plan, Mr. Barns will receive an annual retainer, which for fiscal 2016 is \$245,000. For fiscal 2016, Mr. Barns' annual retainer was pro-rated to reflect his service on the Board from his election date to the end of the fiscal year. Half of the aggregate retainer is payable in deferred common stock, and the remainder is payable, at the election of each director, in the form of restricted common stock, deferred common stock, current cash and/or deferred cash. Pursuant to the Plan, Mr. Barns was also provided a grant of restricted stock upon commencement of service as a member of the Board equal to the full annual base retainer divided by the closing price of a share of the Company's common stock on the commencement date, which amounted to 2,719 shares of restricted stock.

A press release announcing the election of Mr. Barns as a director, as described above, is attached as Exhibit 99.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following documents are filed as exhibits to this report:

Exhibit 99 Press Release dated March 28, 2016

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: March 28, 2016

MONSANTO COMPANY

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

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99	Press Release dated March 28, 2016