

TUPPERWARE BRANDS CORP  
Form 8-K  
May 26, 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 of 1934

Date of Report (Date of earliest event reported) May 24, 2016

TUPPERWARE BRANDS CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-11657 (Commission File Number)	36-4062333 (IRS Employer Identification No.)
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14901 South Orange Blossom Trail, Orlando, Florida (Address of principal executive offices)	32837 (Zip Code)
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Registrant's telephone number, including area code 407-826-5050

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(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):

- 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))

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

(e) As noted in Item 5.07 below, at the Annual Meeting of Shareholders of Tupperware Brands Corporation (the “Company”) held on May 24, 2016 (the “Annual Meeting”), the Company’s shareholders approved the Tupperware Brands Corporation 2016 Incentive Plan (the “2016 Plan”). The 2016 Plan was approved by the Company’s board of directors (the “Board”) on February 18, 2016, subject to approval by the Company’s shareholders, and is effective May 24, 2016. The purpose of the 2016 Plan is to promote the success and enhance the value of the Company by linking the personal interests of participants to those of the Company’s shareholders and by providing participants with an incentive for outstanding performance. The 2016 Plan is further intended to provide flexibility to the Company in its ability to attract, motivate and retain the services of participants upon whose judgment, interest and special efforts the successful conduct of its operations largely is dependent. The 2016 Plan contemplates the grant of cash or equity-based incentive instruments for employees and consultants of the Company, as well as the use in compensating directors of the Company for their services. The number of shares reserved under the 2016 Plan is 3,500,000, as well as any remaining shares under the Company’s 2010 Incentive Plan. Equity-based incentives could include stock options, stock appreciation rights, restricted stock, restricted stock units and performance shares. The foregoing description of the 2016 Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the 2016 Plan, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

The matters described below were voted upon at the Annual Meeting.

The final voting results for each of the proposals submitted to a vote of the Company’s shareholders are set forth below:

	For	Against or Withheld	Abstain	Broker non-votes
To elect the following				
(1) Directors to one year terms expiring in 2017:				
Catherine A. Bertini	39,792,942	742,292	45,430	5,847,307
Susan M. Cameron	39,040,107	1,495,193	45,364	5,847,307
Kriss Cloninger, III	39,525,873	1,007,417	47,374	5,847,307
Meg Crofton	40,341,221	193,558	45,885	5,847,307
E. V. Goings	38,863,025	1,667,371	50,268	5,847,307
Angel R. Martinez	37,027,746	3,507,950	44,968	5,847,307
Antonio Monteiro de Castro	40,110,194	421,961	48,509	5,847,307
Robert J. Murray	39,853,437	677,526	49,701	5,847,307
David R. Parker	40,029,217	501,561	49,886	5,847,307
Richard T. Riley	40,000,240	528,763	51,661	5,847,307
Joyce M. Roché	40,179,070	355,195	46,399	5,847,307
M. Anne Szostak	39,462,667	1,069,526	48,471	5,847,307
To approve the advisory				
(2) vote on the Company's executive compensation program	38,606,904	1,731,968	241,792	5,847,307
To approve the the				
(3) Tupperware Brands Corporation 2016 Incentive Plan	35,923,603	4,446,740	210,321	5,847,307

To ratify the appointment  
of  
PricewaterhouseCoopers  
(4) LLP as the independent 45,580,813 788,159 58,999 —  
registered public  
accounting firm for the  
fiscal year ending  
December 31, 2016

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 10.1 Tupperware Brands Corporation 2016 Incentive Plan

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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.

TUPPERWARE  
BRANDS  
CORPORATION

Date: May 26, 2016 By: /s/ Thomas M. Roehlk  
Thomas M. Roehlk  
Executive Vice President,  
Chief Legal Officer and  
Secretary