

FRESH DEL MONTE PRODUCE INC  
Form 8-K  
May 02, 2018

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)  
May 2, 2018

FRESH DEL MONTE PRODUCE INC.  
(Exact Name of Registrant as Specified in Charter)

The Cayman Islands                      1-14706                      N/A  
(State or Other Jurisdiction of                      (Commission file number) (I.R.S. Employer Identification No.)  
Incorporation)

c/o Intertrust Corporate Services (Cayman) Limited  
190 Elgin Avenue  
George Town, Grand Cayman, KY1-9005  
Cayman Islands

(Address of Registrant's Principal Executive Office)  
(305) 520-8400  
(Registrant's telephone number including area code)

Please send copies of notices and communications from the Securities and Exchange Commission to:

c/o Del Monte Fresh Produce Company  
241 Sevilla Avenue  
Coral Gables, Florida 33134  
(Address of Registrant's U.S. Executive Office)

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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

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

On May 2, 2018, the Annual General Meeting of Shareholders of the Company was held. A total of 46,654,608 Ordinary Shares, or 96% of the Ordinary Shares issued and outstanding as of the March 13, 2018 record date, was represented in person or by proxy. The proposals presented at the Annual General Meeting of Shareholders are described in detail in the Company’s Proxy Statement for the 2018 Annual General Meeting of Shareholders filed with the Securities and Exchange Commission on April 2, 2018. All of the nominees for director described in that proxy statement were elected to serve until the Company’s 2021 Annual General Meeting of Shareholders. A cash dividend for the year ended December 29, 2017 was approved by the shareholders and declared by the Company's board of directors, and each of the other items considered at the 2018 Annual General Meeting was approved by the shareholders, pursuant to the voting results set forth below.

Proposal 1

To elect three directors to serve until the Company’s 2021 Annual General Meeting of Shareholders.

| Directors             | For        | Against   | Abstained | Broker<br>Non-Votes |
|-----------------------|------------|-----------|-----------|---------------------|
| Mohammad Abu-Ghazaleh | 45,217,743 | 674,994   | 1,864     | 760,007             |
| John H. Dalton        | 41,502,442 | 4,390,049 | 2,110     | 760,007             |
| Ahmad Abu-Ghazaleh    | 45,231,687 | 660,034   | 2,880     | 760,007             |

Proposal 2

To approve and adopt the Company’s financial statements for the fiscal year ended December 29, 2017.

For 46,583,704  
 Against 6,553  
 Abstained 64,351

Proposal 3

To ratify the appointment of Ernst & Young LLP as independent registered certified public accounting firm to the Company for the fiscal year ending December 28, 2018.

For 46,317,390  
 Against 331,866  
 Abstained 5,352

Proposal 4

To approve the Company’s dividend for the fiscal year ended December 29, 2017.

For 46,644,431  
 Against 6,003  
 Abstained 3,974



Proposal 5

To approve, on an advisory, non-binding basis, the Company's executive compensation.

|                  |            |
|------------------|------------|
| For              | 37,177,297 |
| Against          | 8,502,230  |
| Abstained        | 215,074    |
| Broker Non-Votes | 760,007    |

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.

Fresh Del Monte Produce  
Inc.

Date: May 2, 2018 By: /s/ Richard Contreras  
Richard Contreras  
Senior Vice President &  
Chief Financial Officer