

KORN FERRY INTERNATIONAL
Form 8-K
October 02, 2018

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): September 26, 2018

KORN/FERRY INTERNATIONAL

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-14505
(Commission File Number)

95-2623879
(IRS Employer
Identification No.)

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1900 Avenue of the Stars, Suite 2600

Los Angeles, California

90067

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(310) 552-1834**

Not Applicable

(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))

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

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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As discussed under Item 5.07 of this Current Report on Form 8-K, on September 26, 2018, at the 2018 Annual Meeting of Stockholders of Korn/Ferry International (the *Company*), the *Company*'s stockholders approved the *Company*'s proposal to amend the Restated Certificate of Incorporation (the *Certificate*) to allow holders of 25% of outstanding shares to call special stockholder meetings. The amendments to the *Certificate* became effective upon the filing of a Certificate of Amendment to the *Certificate* with the Secretary of State of the State of Delaware on October 1, 2018.

In addition, as disclosed in the 2018 Proxy Statement, if the *Certificate* amendments were approved by the *Company*'s stockholders, the *Company*'s Fifth Amended and Restated Bylaws (the *Bylaws*) would be amended to specify the procedures for stockholder-called special meetings. The Board of Directors approved the *Bylaw* amendments, which became effective upon the filing of the Certificate of Amendment on October 1, 2018, and the *Bylaws* were restated as the Sixth Amended and Restated *Bylaws* to reflect the amendments.

The foregoing description of the amendments to the *Certificate* and *Bylaws* is qualified by reference to the full text of the Certificate of Amendment and the *Bylaws*, copies of which are filed herewith as Exhibits 3.1 and Exhibit 3.2, respectively, and incorporated herein by reference. The Board of Directors also approved a Restated Certificate of Incorporation (the *Restated Certificate*), that restated and integrated, but did not further amend, the *Certificate* (as amended through the filing of the Certificate of Amendment described above). On October 1, 2018, the *Company* filed the Restated *Certificate* with the Secretary of State of the State of Delaware and it was effective on filing. The foregoing description of the Restated *Certificate* is qualified in its entirety by reference to the text of the Restated *Certificate*, which is filed as Exhibit 3.3 to this Current Report on Form 8-K.

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

At the 2018 Annual Meeting of Stockholders, stockholders of the *Company* (i) elected the eight nominees named in the Proxy Statement to serve as directors until the *Company*'s 2019 Annual Meeting of Stockholders and until their successors have been duly elected and qualified, subject to their earlier death, resignation or removal, (ii) approved a non-binding advisory resolution approving the *Company*'s executive compensation, (iii) ratified the appointment of Ernst & Young LLP as the *Company*'s independent registered public accounting firm for the *Company*'s 2019 fiscal year, (iv) approved the *Company*'s proposal to amend the Restated Certificate of Incorporation to allow holders of 25% of outstanding shares to call special stockholder meetings and (v) did not approve a stockholder's proposal requesting amendments to allow holders of 10% of outstanding shares to call special stockholder meetings. To the extent applicable, set forth below are the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each such matter.

- (1) Election of the eight nominees named in the Proxy Statement to serve on the Board of Directors until the 2019 Annual Meeting of Stockholders.

| <i>Nominee</i> | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker Non-Votes</i> |
|------------------|------------|----------------|----------------|-------------------------|
| Doyle N. Beneby | 49,672,829 | 758,985 | 46,052 | 2,880,308 |
| Gary D. Burnison | 50,370,066 | 59,834 | 47,966 | 2,880,308 |
| William R. Floyd | 49,637,124 | 795,119 | 45,623 | 2,880,308 |

| | | | | |
|-------------------|------------|---------|--------|-----------|
| Christina A. Gold | 49,672,409 | 759,712 | 45,745 | 2,880,308 |
| Jerry P. Leamon | 49,558,122 | 873,128 | 46,616 | 2,880,308 |
| Angel R. Martinez | 50,337,885 | 93,951 | 46,030 | 2,880,308 |
| Debra J. Perry | 49,709,757 | 722,845 | 45,264 | 2,880,308 |
| George T. Shaheen | 49,691,373 | 741,374 | 45,119 | 2,880,308 |

(2) Non-binding advisory resolution to approve the Company's executive compensation.

| | | | |
|------------|----------------|----------------|-------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 41,138,490 | 9,276,125 | 63,251 | N/A |

(3) Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's 2019 fiscal year.

| | | | |
|------------|----------------|----------------|-------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 51,856,837 | 1,495,280 | 6,057 | N/A |

(4) Approval of Amendments to the Company's Restated Certificate of Incorporation to allow holders of 25% of outstanding shares to call special stockholder meetings.

| | | | |
|------------|----------------|----------------|-------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 45,202,612 | 1,059,154 | 4,216,100 | N/A |

(5) Stockholder proposal requesting amendments to allow holders of 10% of outstanding shares to call special stockholder meetings.

| | | | |
|------------|----------------|----------------|-------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 21,835,317 | 28,619,079 | 23,470 | N/A |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 3.1 Certificate of Amendment of Restated Certificate of Incorporation of the Company dated October 1, 2018.

Exhibit 3.2 Sixth Amended and Restated Bylaws of the Company dated October 1, 2018.

Exhibit 3.3 Restated Certificate of Incorporation of the Company dated October 1, 2018.

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.

KORN/FERRY INTERNATIONAL

(Registrant)

Date: October 2, 2018

/s/Jonathan Kuai

(Signature)

Name: Jonathan Kuai

Title: General Counsel and Corporate Secretary