

Bunge LTD
Form 8-K
January 28, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

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 24, 2019

BUNGE LIMITED
(Exact name of Registrant as specified in its charter)

| | | |
|--|---------------------------------------|---|
| Bermuda (State or other jurisdiction of incorporation) | 001-16625 (Commission File Number) | 98-0231912 (I.R.S. Employer Identification No.) |
|--|---------------------------------------|---|

| | |
|--|---------------------|
| 50 Main Street White Plains, New York (Address of principal executive offices) | 10606 (Zip Code) |
|--|---------------------|

(914) 684-2800
(Registrant's telephone number, including area code)

N.A.
(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.

Explanatory Note

This Form 8-K/A amends Item 5.02 of the Current Report on Form 8-K filed by Bunge Limited (the “Company”) on January 22, 2019 (the “Original Form 8-K”) to provide a description of the compensation arrangements between the Company and Gregory A. Heckman in connection with Mr. Heckman’s appointment as the Company’s Acting Chief Executive Officer effective January 22, 2019. At the time of the filing of the Original Form 8-K, these compensation arrangements had not yet been determined by the Compensation Committee of the Board of Directors of the Company (the “Compensation Committee”). All other information set forth in the Original Form 8-K is otherwise unchanged.

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

On January 24, 2019, the Compensation Committee approved the compensation arrangements for Mr. Heckman. In connection with his service as Acting Chief Executive Officer, Mr. Heckman will receive a monthly payment of \$83,350. In addition, during his tenure as Acting Chief Executive Officer, the Company will reimburse or otherwise compensate Mr. Heckman for temporary housing and travel expenses. Mr. Heckman will not receive any compensation as a director during his tenure as Acting Chief Executive Officer.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 28, 2019

BUNGE LIMITED

By: /s/ Carla L. Heiss

Name: Carla L. Heiss

Title: Deputy General Counsel and Secretary
