

TIFFANY & CO  
Form 8-K  
June 02, 2015

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: June 2, 2015

TIFFANY & CO.  
(Exact name of Registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation)                       | 1-9494<br>(Commission<br>File Number) | 13-3228013<br>(I.R.S. Employer<br>Identification No.) |
| 200 Fifth Avenue, New York, New<br>York<br>(Address of principal executive offices) |                                       | 10010<br>(Zip Code)                                   |

Registrant's telephone number, including area code: (212) 755-8000

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

On May 28, 2015, Registrant held its annual meeting of shareholders. Set forth below are the final voting results for each of the three proposals submitted to a vote of the shareholders.

Proposal One. Election of Directors. Each of the ten nominees listed below was elected a director of Registrant to hold office until the next annual meeting of the shareholders and until his or her successor has been duly elected and qualified.

| Nominee             | Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|---------------------|----------------------------|--------------------------------|-----------------------------|----------------------------|
| Michael J. Kowalski | 106,297,995                | 736,045                        | 164,658                     | 8,289,851                  |
| Rose Marie Bravo    | 105,613,274                | 1,322,050                      | 263,374                     | 8,289,851                  |
| Gary E. Costley     | 106,688,818                | 236,274                        | 273,606                     | 8,289,851                  |
| Frederic P. Cumenal | 106,273,324                | 692,435                        | 232,939                     | 8,289,851                  |
| Lawrence K. Fish    | 106,294,331                | 637,449                        | 266,918                     | 8,289,851                  |
| Abby F. Kohnstamm   | 105,786,126                | 1,139,591                      | 272,981                     | 8,289,851                  |
| Charles K. Marquis  | 102,289,560                | 4,635,207                      | 273,931                     | 8,289,851                  |
| Peter W. May        | 106,278,437                | 648,349                        | 271,912                     | 8,289,851                  |
| William A. Shutzer  | 105,773,167                | 1,158,649                      | 266,882                     | 8,289,851                  |
| Robert S. Singer    | 105,986,866                | 938,751                        | 273,081                     | 8,289,851                  |

Proposal Two. Ratification of the selection of PricewaterhouseCoopers LLP as the Registrant's independent registered public accounting firm for the fiscal year ending January 31, 2016.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------------|--------------------------------|-----------------------------|----------------------------|
| 113,069,197                | 2,315,444                      | 103,908                     | ---                        |

Proposal Three. Approval on an advisory basis of the compensation paid to the Registrant's named executive officers in fiscal 2014.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------------|--------------------------------|-----------------------------|----------------------------|
| 104,790,527                | 1,817,780                      | 590,391                     | 8,289,851                  |



SIGNATURE

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 thereunto duly authorized.

TIFFANY & CO.  
(Registrant)

By: /s/ Leigh M. Harlan  
Leigh M. Harlan  
Senior Vice President, Secretary  
and General Counsel

Date: June 2, 2015