

ABERCROMBIE & FITCH CO /DE/
Form 8-K
June 18, 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 (Date of earliest event reported): June 18, 2015

ABERCROMBIE & FITCH CO.
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 1-12107 (Commission File Number) | 31-1469076 (IRS Employer Identification No.) |
|---|-------------------------------------|--|

6301 Fitch Path, New Albany, Ohio 43054
(Address of principal executive offices) (Zip Code)
(614) 283-6500
(Registrant's telephone number, including area code)
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:

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

Abercrombie & Fitch Co. (the "Company") held its 2015 Annual Meeting of Stockholders (the "2015 Annual Meeting") on June 18, 2015 at the offices of the Company located at 6301 Fitch Path, New Albany, Ohio. At the close of business on April 29, 2015, the record date for the 2015 Annual Meeting, there were a total of 69,550,630 shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), outstanding and entitled to vote. At the 2015 Annual Meeting, 56,961,428, or 81.89%, of the outstanding shares of Class A Common Stock entitled to vote were represented by proxy or in person, and, therefore, a quorum was present.

The vote on the proposals presented for stockholder vote at the 2015 Annual Meeting was as follows:

Proposal 1 - Election of Ten Directors:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|---------------------|
| James B. Bachmann | 49,559,015 | 853,758 | 695,798 | 5,852,857 |
| Bonnie R. Brooks | 49,595,274 | 805,802 | 707,495 | 5,852,857 |
| Terry L. Burman | 49,730,957 | 669,950 | 707,664 | 5,852,857 |
| Sarah M. Gallagher | 49,757,358 | 656,533 | 694,680 | 5,852,857 |
| Michael E. Greenlees | 49,633,070 | 767,965 | 707,536 | 5,852,857 |
| Archie M. Griffin | 44,037,648 | 6,374,703 | 696,220 | 5,852,857 |
| Arthur C. Martinez | 49,230,457 | 1,183,552 | 694,562 | 5,852,857 |
| Charles R. Perrin | 49,743,808 | 656,140 | 708,623 | 5,852,857 |
| Stephanie M. Shern | 49,652,650 | 749,244 | 706,677 | 5,852,857 |
| Craig R. Stapleton | 49,399,612 | 1,014,214 | 694,745 | 5,852,857 |

Each nominee for election as a director of the Company was required to be elected by a majority of votes cast. Broker non-votes and abstentions were not treated as votes cast.

Each of James B. Bachmann, Bonnie R. Brooks, Terry L. Burman, Sarah M. Gallagher, Michael E. Greenlees, Archie M. Griffin, Arthur C. Martinez, Charles R. Perrin, Stephanie M. Shern and Craig R. Stapleton was elected as a director of the Company to serve for a term of one year to expire at the Annual Meeting of Stockholders of the Company to be held in 2016.

Proposal 2 - Approval of Amendments to the Company's Amended and Restated Bylaws to Implement "Proxy Access":

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|------------|---------------|-------------|---------------------|
| Beneficial Holders of Class A Common Stock | 44,116,071 | 6,264,922 | 706,437 | 5,852,857 |
| Registered Holders of Class A Common Stock | 17,426 | 2,609 | 1,106 | N/A |
| Total | 44,133,497 | 6,267,531 | 707,543 | 5,852,857 |

The affirmative vote of the holders of at least 75% of the outstanding shares of Class A Common Stock entitled to vote thereon was required for approval of the proposed amendments to the Company's Amended and Restated Bylaws. Abstentions and broker non-votes had the effect of votes "against" the

proposed amendments. As a result of the vote disclosed above, the proposed amendments were not approved by the stockholders of the Company.

Proposal 3 - Approval of the Advisory Resolution to Approve Executive Compensation:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|------------|---------------|-------------|---------------------|
| Beneficial Holders of Class A Common Stock | 49,536,578 | 829,013 | 721,839 | 5,852,857 |
| Registered Holders of Class A Common Stock | 10,591 | 10,080 | 470 | N/A |
| Total | 49,547,169 | 839,093 | 722,309 | 5,852,857 |

The approval of the advisory resolution on executive compensation required the affirmative vote of a majority in voting interest of the stockholders of the Company present in person or by proxy and voting thereon. Broker non-votes were not treated as votes cast. Abstentions were not counted as votes "for" or "against" the proposal. As a result of the vote disclosed above, the advisory resolution on executive compensation was approved by the stockholders of the Company.

Proposal 4 - Ratification of Appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending January 30, 2016:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|------------|---------------|-------------|---------------------|
| Beneficial Holders of Class A Common Stock | 55,475,971 | 717,978 | 746,338 | N/A |
| Registered Holders of Class A Common Stock | 20,790 | 220 | 131 | N/A |
| Total | 55,496,761 | 718,198 | 746,469 | N/A |

The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 30, 2016 required the affirmative vote of a majority in voting interest of the stockholders of the Company present in person or by proxy and voting thereon. Abstentions were not counted as votes "for" or "against" the proposal. As a result of the vote disclosed above, the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 30, 2016 was ratified by the stockholders of the Company.

Proposal 5 - Stockholder Proposal on the Adoption of a Policy Regarding Accelerated Vesting of Equity Awards of Named Executive Officers upon a Change of Control:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|------------|---------------|-------------|---------------------|
| Beneficial Holders of Class A Common Stock | 18,264,741 | 32,052,854 | 769,835 | 5,852,857 |
| Registered Holders of Class A Common Stock | 6,432 | 13,259 | 1,450 | N/A |
| Total | 18,271,173 | 32,066,113 | 771,285 | 5,852,857 |

The approval of the stockholder proposal required the affirmative vote of a majority in voting interest of the stockholders of the Company present in person or by proxy and voting on the proposal. Abstentions

and broker non-votes were not counted as votes “for” or “against” the stockholder proposal. As a result of the vote disclosed above, the stockholder proposal was not approved by the Company’s stockholders.

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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 hereunto duly authorized.

ABERCROMBIE & FITCH CO.

Dated: June 18, 2015

By: /s/ Robert E. Bostrom
Robert E. Bostrom
Senior Vice President, General Counsel
and Corporate Secretary