

JOHNSON & JOHNSON
Form 8-K
April 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 25, 2019

(Exact name of registrant as specified in its charter)

New Jersey I-3215 22-1024240
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)
One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 732-524-0400

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 (§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 5.07 Submission of Matters to a Vote of Security Holders.

(a) The annual meeting of the shareholders of the company was held on April 25, 2019.

(b) At the meeting, the shareholders:

•lected all 12 Director nominees named in the 2019 Proxy Statement to the company's Board of Directors; approved, on an advisory basis, the executive compensation philosophy, policies and procedures described in the Compensation Discussion and Analysis section of the 2019 Proxy Statement and the compensation of the company's executive officers named in the 2019 Proxy Statement, as disclosed therein;

•ratified the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for the fiscal year 2019;

•did not approve the shareholder proposal for clawback disclosure; and

•did not approve the shareholder proposal for executive compensation and drug pricing risks.

The following are the final voting results for each of the five items voted on at the meeting.

1. Election of Directors:

| | Shares For | Shares Against | Shares Abstain | Non-Votes |
|------------------|---------------|-------------------|-------------------|-------------|
| M. C. Beckerle | 1,804,719,186 | 20,849,941 | 4,349,822 | 464,840,930 |
| D. S. Davis | 1,754,062,379 | 70,985,250 | 4,871,320 | 464,840,930 |
| I. E. L. Davis | 1,805,691,984 | 19,257,305 | 4,969,660 | 464,840,930 |
| J. A. Doudna | 1,818,886,525 | 6,658,836 | 4,373,588 | 464,840,930 |
| A. Gorsky | 1,732,117,835 | 87,555,201 | 10,245,913 | 464,840,930 |
| M. A. Hewson | 1,812,187,386 | 13,263,954 | 4,467,609 | 464,840,930 |
| M. B. McClellan | 1,802,379,629 | 21,596,134 | 5,943,186 | 464,840,930 |
| A. M. Mulcahy | 1,757,225,006 | 68,150,490 | 4,543,453 | 464,840,930 |
| W. D. Perez | 1,760,901,898 | 48,582,137 | 20,434,914 | 464,840,930 |
| C. Prince | 1,647,120,769 | 176,914,540 | 5,883,640 | 464,840,930 |
| A. E. Washington | 1,754,834,701 | 69,051,927 | 6,032,321 | 464,840,930 |
| R. A. Williams | 1,741,137,189 | 82,727,620 | 6,054,140 | 464,840,930 |

2. Advisory Vote to Approve Named Executive Officer Compensation:

For 1,201,824,022

Against 617,606,091

Abstain 10,488,836

Non-Votes 464,840,930

3. Ratification of Appointment of PricewaterhouseCoopers LLC as the Independent Registered Public Accounting Firm for 2019:

For 2,199,747,033

Against 87,947,233

Abstain 7,065,613

Non-Votes N/A

4. Shareholder Proposal - Clawback Disclosure:

For 837,579,437
Against 978,209,988
Abstain 14,129,524
Non-Votes 464,840,930

5. Shareholder Proposal - Executive Compensation and Drug Pricing Risks

For 528,464,677
Against 1,279,239,196
Abstain 22,215,076
Non-Votes 464,840,930

Item 8.01 Other Events.

On April 25, 2019, the company announced that its Board of Directors declared a 5.6% increase in the quarterly dividend rate, from \$0.90 to \$0.95 per share. At the new rate, the indicated dividend on an annual basis is \$3.80 per share compared to the previous rate of \$3.60 per share. The next quarterly dividend is payable on June 11, 2019 to shareholders of record as of the close of business on May 28, 2019.

The company's related press release is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

| | |
|-------------|---|
| <u>99.1</u> | Johnson & Johnson Press Release dated April 25, 2019. |
|-------------|---|

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.

Johnson & Johnson
(Registrant)

Date: April 26, 2019 By: /s/ Thomas J. Spellman III
Thomas J. Spellman III
Secretary