

FRANKLIN RESOURCES INC  
Form 8-K  
March 13, 2014

**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): March 12, 2014**

**FRANKLIN RESOURCES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**001-09318**  
**(Commission**

**13-2670991**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**One Franklin Parkway, San Mateo, California 94403**

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (650) 312-2000

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))

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

(e) At the annual meeting of the stockholders of Franklin Resources, Inc. (the Company) held on March 12, 2014 (the Annual Meeting), the Company's stockholders approved the adoption of the Franklin Resources, Inc. 2014 Key Executive Incentive Compensation Plan.

A summary of the material terms of the Plan is set forth in the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on January 23, 2014 (the Proxy Statement) under the heading Proposal No. 3 Approval of the Adoption of the Franklin Resources, Inc. 2014 Key Executive Incentive Compensation Plan. The summary in the Proxy Statement and the description of the Plan contained herein are qualified in their entirety by reference to the full text of the Plan which is attached hereto as Exhibit 10.1.

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

The matters voted upon at the Annual Meeting and the results of the votes were as follows:

- To elect 10 directors to the Board of Directors of the Company to hold office until the next annual meeting of stockholders or until that person's successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

Each of the 10 nominees for director was elected, and the voting results are set forth below:

| Name of Director       | For         | Against    | Abstain   | Broker Non-Votes |
|------------------------|-------------|------------|-----------|------------------|
| Samuel H. Armacost     | 517,568,926 | 4,305,866  | 1,136,845 | 25,191,991       |
| Peter K. Barker        | 508,973,907 | 12,887,487 | 1,150,243 | 25,191,991       |
| Charles E. Johnson     | 507,850,965 | 14,137,106 | 1,023,566 | 25,191,991       |
| Gregory E. Johnson     | 512,910,415 | 8,426,146  | 1,675,076 | 25,191,991       |
| Rupert H. Johnson, Jr. | 508,543,841 | 13,467,672 | 1,000,124 | 25,191,991       |
| Mark C. Pigott         | 521,031,118 | 835,195    | 1,145,324 | 25,191,991       |
| Chutta Ratnathicam     | 519,902,870 | 1,950,936  | 1,157,831 | 25,191,991       |
| Laura Stein            | 521,242,018 | 767,736    | 1,001,883 | 25,191,991       |
| Anne M. Tatlock        | 498,423,649 | 23,519,413 | 1,068,575 | 25,191,991       |
| Geoffrey Y. Yang       | 521,180,205 | 808,126    | 1,023,306 | 25,191,991       |

- To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2014.

The ratification of the appointment of PricewaterhouseCoopers LLP was approved, and the voting results are set forth below:

| For         | Against   | Abstain   |
|-------------|-----------|-----------|
| 544,759,693 | 2,438,774 | 1,005,161 |

3. To approve the adoption of the Franklin Resources, Inc. 2014 Key Executive Incentive Compensation Plan.

The adoption of the Franklin Resources, Inc. 2014 Key Executive Incentive Compensation Plan was approved, and the voting results are set forth below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 514,268,374 | 7,279,350      | 1,463,913      | 25,191,991              |

4. To hold an advisory vote to approve the compensation of the Company's named executive officers. The compensation of the Company's named executive officers as disclosed in the Proxy Statement was approved, and the voting results are set forth below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 516,431,994 | 5,099,262      | 1,480,381      | 25,191,991              |

5. To consider and vote on a stockholder proposal. The stockholder proposal on genocide-free investing was not approved, and the voting results are set forth below:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 28,841,884 | 454,964,633    | 39,205,120     | 25,191,991              |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Exhibit Description</b>  |
|--------------------|---|
| 10.1               | Franklin Resources, Inc. 2014 Key Executive Incentive Compensation Plan |

**SIGNATURES**

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

FRANKLIN RESOURCES, INC.

Date: March 13, 2014

/s/ Maria Gray

Name: Maria Gray

Title: Vice President and Secretary