

Accenture plc
Form 8-K
February 07, 2018

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): February 7, 2018
Accenture plc
(Exact name of Registrant as specified in its charter)

Ireland 001-34448 98-0627530
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)
1 Grand Canal Square,
Grand Canal Harbour,
Dublin 2, Ireland
(Address of principal executive offices)
Registrant's telephone number, including area code: (353) (1) 646-2000
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))

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 3.03 Material Modification to Rights of Security Holders

On February 7, 2018, Accenture plc (“Accenture”) held its 2018 annual general meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, Accenture’s shareholders approved an amendment to Accenture’s Articles of Association, which became effective February 7, 2018. Consistent with Irish law, the amendment permits Accenture to engage in certain transactions with its subsidiaries and affiliates, such as a merger, amalgamation or sale, lease or exchange of all or substantially all of its assets, without obtaining shareholder approval.

The amendment to Accenture’s Articles of Association is described in Accenture’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on December 15, 2017 (the “Proxy Statement”), and the description of the amendment included in the Proxy Statement is incorporated herein by reference as Exhibit 99.1. The description of the amendment to Accenture’s Articles of Association is qualified in its entirety by reference to the full text of the Amended and Restated Memorandum and Articles of Association, a copy of which is filed as Exhibit 3.1 hereto.

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

At the Annual Meeting, Accenture’s shareholders approved an amendment to the Amended and Restated Accenture plc 2010 Share Incentive Plan (as amended, the “Amended 2010 SIP”), which had previously been approved by the Board of Directors of Accenture (the “Board”), subject to shareholder approval.

The Amended 2010 SIP is substantially the same as the prior Amended and Restated Accenture plc 2010 Share Incentive Plan, except that it has been amended to authorize an additional 16 million shares.

The material terms of the Amended 2010 SIP are described in the Proxy Statement, and the description of the plan included in the Proxy Statement is incorporated herein by reference as Exhibit 99.2. The description of the Amended 2010 SIP is qualified in its entirety by reference to the full text of the Amended 2010 SIP, a copy of which is filed as Exhibit 10.1 hereto.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth above under Item 3.03 is hereby incorporated by reference into this Item 5.03.

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

On February 7, 2018, Accenture held its Annual Meeting. Accenture’s shareholders approved each of the following proposals considered at the Annual Meeting. The following chart sets forth the number and percentage of votes cast for and against, and the number of abstention votes and broker non-votes, with respect to each proposal voted upon by Accenture’s shareholders:

	For	Against	Abstained	Broker Non-Votes
1. To re-appoint the following directors:				
Jaime Ardila	469,255,093 99.90%	460,366 0.10%	1,145,579	51,047,542
Charles H. Giancarlo	441,864,648 94.07%	27,849,408 5.93%	1,146,982	51,047,542
Herbert Hainer	457,746,363 99.58%	1,939,747 0.42%	1,174,928	51,047,542
Marjorie Magner	465,935,666 99.19%	3,808,973 0.81%	1,116,399	51,047,542
Nancy McKinstry	466,414,199 99.30%	3,307,929 0.70%	1,138,910	51,047,542
Pierre Nanterme	451,771,392 96.67%	15,546,947 3.33%	3,542,699	51,047,542

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Gilles C. Pélisson	465,352,317	99.07%	4,352,763	0.93%	1,155,958	51,047,542
Paula A. Price	467,609,634	99.55%	2,112,000	0.45%	1,139,404	51,047,542
Arun Sarin	467,427,624	99.52%	2,259,017	0.48%	1,174,397	51,047,542
Frank K. Tang	469,349,624	99.92%	352,847	0.08%	1,158,567	51,047,542
Tracey T. Travis	468,058,933	99.65%	1,621,247	0.35%	1,180,858	51,047,542

To approve, in a non-binding vote, the					
2.	compensation of Accenture's named executive officers	445,456,601	95.10%	22,945,769	4.90% 2,458,668 51,047,542
To approve an amendment to the Amended and Restated Accenture plc 2010 Share Incentive Plan to					
3.	increase the number of shares available for issuance ⁽¹⁾	448,790,679	95.31%	21,056,662	4.69% 1,013,697 51,047,542
To ratify, in a non-binding vote, the appointment of KPMG LLP ("KPMG") as Accenture's independent					
4.	auditors and to authorize, in a binding vote, the Audit Committee of the Board of Directors to determine KPMG's remuneration	511,765,868	98.17%	9,520,855	1.83% 621,857 0
To grant the Board the authority to issue shares under Irish law					
5.		516,329,328	99.12%	4,566,898	0.88% 1,012,354 0
To grant the Board the authority to opt-out of pre-emption rights under Irish law					
6.		518,860,084	99.60%	2,084,491	0.40% 964,005 0
To determine the price range at which Accenture					
7.	can re-allot shares that it acquires as treasury shares under Irish law	515,284,046	98.92%	5,638,109	1.08% 986,425 0
To approve an internal merger transaction					
8.		469,263,188	99.92%	389,561	0.08% 1,208,289 51,047,542
To amend Accenture's Articles of Association to no					
9.	longer require shareholder approval of certain internal transactions	467,364,069	99.49%	2,375,484	0.51% 1,121,485 51,047,542

Percentages in chart may not total due to rounding.

(1) As noted in the Proxy Statement, under NYSE rules, abstentions count as a vote "against" the proposal.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No. Description

3.1 Amended and Restated Memorandum and Articles of Association

10.1 Amended and Restated Accenture plc 2010 Share Incentive Plan

99.1 The section entitled "Proposal 9 - Approve an Amendment to the Company's Articles of Association to No Longer Require Shareholder Approval of Certain Internal Transactions" included in the Proxy Statement is incorporated herein by reference

99.2 The section entitled "Proposal 3 - Approval of Amendment to the Amended and Restated Accenture plc 2010 Share Incentive Plan" included in the Proxy Statement is incorporated herein by reference

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.

Date: February 7, 2018 ACCENTURE PLC

By: /s/ Joel Unruch
Name: Joel Unruch
Title: Corporate Secretary