

J M SMUCKER Co  
Form 8-K  
August 18, 2017

**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): August 16, 2017**

**The J. M. Smucker Company**

**(Exact Name of Registrant as Specified in Charter)**

**Ohio**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-05111**  
**(Commission**  
  
**File Number)**

**34-0538550**  
**(IRS Employer**  
  
**Identification No.)**

**One Strawberry Lane**

**Orrville, Ohio**  
**(Address of Principal Executive Offices)**

**44667-0280**  
**(Zip Code)**

**Registrant's telephone number, including area code: (330) 682-3000**

**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.):

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.**

The J. M. Smucker Company (the Company) held its Annual Meeting of Shareholders (the Meeting) on August 16, 2017, in Cleveland, Ohio, pursuant to the Notice of the 2017 Annual Meeting of Shareholders and the Proxy Statement sent on or about June 30, 2017 to all shareholders of record at the close of business on June 19, 2017. At the Meeting 100,787,990 shares were represented in person or by proxy, which constituted a quorum. The final results for each of the matters submitted to a vote of the shareholders at the Meeting are set forth below.

1. The shareholders elected the following thirteen Directors to each serve a one-year term expiring at the 2018 Annual Meeting of Shareholders. The votes on this proposal were as follows:

|                     | Number of Votes |           |         |                  |
|---------------------|-----------------|-----------|---------|------------------|
|                     | For             | Against   | Abstain | Broker Non-Votes |
| Kathryn W. Dindo    | 76,575,988      | 9,329,710 | 162,593 | 14,719,699       |
| Paul J. Dolan       | 82,653,814      | 3,253,101 | 161,376 | 14,719,699       |
| Jay L. Henderson    | 84,733,200      | 1,131,907 | 203,184 | 14,719,699       |
| Nancy Lopez Knight  | 82,757,638      | 3,137,768 | 172,885 | 14,719,699       |
| Elizabeth Valk Long | 77,613,209      | 8,274,025 | 181,057 | 14,719,699       |
| Gary A. Oatey       | 82,072,926      | 3,821,399 | 173,966 | 14,719,699       |
| Kirk L. Perry       | 85,330,558      | 539,991   | 197,742 | 14,719,699       |
| Sandra Pianalto     | 83,188,602      | 2,712,246 | 167,443 | 14,719,699       |
| Alex Shumate        | 83,630,218      | 2,250,004 | 188,069 | 14,719,699       |
| Mark T. Smucker     | 83,037,909      | 2,899,550 | 130,832 | 14,719,699       |
| Richard K. Smucker  | 82,513,817      | 3,226,124 | 328,350 | 14,719,699       |
| Timothy P. Smucker  | 82,297,207      | 3,641,324 | 129,760 | 14,719,699       |
| Dawn C. Willoughby  | 85,300,604      | 583,893   | 183,794 | 14,719,699       |

2. The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2018. The votes on this proposal were as follows:

| For        | Number of Votes |         |                  |
|------------|-----------------|---------|------------------|
|            | Against         | Abstain | Broker Non-Votes |
| 97,344,333 | 3,273,702       | 169,955 | 0                |

3. The shareholders approved, on an advisory basis, the Company's executive compensation, as disclosed in the Company's Proxy Statement. The votes on this proposal were as follows:

| For        | Number of Votes |           |                  |
|------------|-----------------|-----------|------------------|
|            | Against         | Abstain   | Broker Non-Votes |
| 80,136,244 | 2,988,961       | 2,943,086 | 14,719,699       |

4. The shareholders approved, on an advisory basis, the preferred frequency of one year for future advisory votes on the Company's executive compensation. The votes on this proposal were as follows:

| Number of Votes |         |           |         |                  |
|-----------------|---------|-----------|---------|------------------|
| 1 Year          | 2 Years | 3 Years   | Abstain | Broker Non-Votes |
| 75,661,446      | 220,919 | 9,920,871 | 265,055 | 14,719,699       |

In accordance with the Board of Directors' recommendation and the voting results on this advisory proposal, the Company has decided that it will hold an advisory shareholder vote on the Company's executive compensation each year until the next required advisory vote on the frequency of an executive compensation vote, which will occur no later than the Company's 2023 Annual Meeting of Shareholders.

5. The shareholders did not approve the shareholder proposal requesting that the Company issue a renewable energy sourcing and/or production report. The votes on this proposal were as follows:

| Number of Votes |            |           |                  |
|-----------------|------------|-----------|------------------|
| For             | Against    | Abstain   | Broker Non-Votes |
| 22,524,470      | 59,432,863 | 4,110,958 | 14,719,699       |

**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.

**THE J. M. SMUCKER COMPANY**

By: /s/ Jeannette L. Knudsen  
Name: Jeannette L. Knudsen  
Title: Senior Vice President, General  
Counsel and Secretary

Date: August 18, 2017