

CAMPBELL SOUP CO
Form 8-K
November 17, 2016

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):
November 16, 2016

CAMPBELL SOUP COMPANY

| | | |
|------------------------|------------------------|---------------------------------------|
| New Jersey | 1-3822 | 21-0419870 |
| State of Incorporation | Commission File Number | I.R.S. Employer Identification No. |

One Campbell Place
Camden, New Jersey 08103-1799
Principal Executive Offices
Telephone Number: (856) 342-4800

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-(c))

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

Campbell Soup Company ("Campbell") held its Annual Meeting of Shareholders on November 16, 2016. The final results of voting with respect to each matter of business are set forth below.

1. Election of Directors

The nominees for election to the Board of Directors were elected, each for a one-year term. For each nominee, the votes cast for, against, abstentions, and broker non-votes were as follows:

| Director | For | Against | Abstain | Broker Non-Votes |
|------------------------|-------------|-----------|---------|------------------|
| Bennett Dorrance | 241,248,485 | 2,601,872 | 261,341 | 20,928,987 |
| Randall W. Larrimore | 241,258,820 | 2,542,976 | 309,902 | 20,928,987 |
| Marc B. Lautenbach | 242,774,652 | 994,759 | 342,287 | 20,928,987 |
| Mary Alice D. Malone | 241,312,529 | 2,546,896 | 252,273 | 20,928,987 |
| Sara Mathew | 241,444,163 | 2,402,752 | 264,783 | 20,928,987 |
| Keith R. McLoughlin | 242,897,774 | 915,783 | 297,987 | 20,928,987 |
| Denise M. Morrison | 242,182,774 | 1,701,934 | 226,990 | 20,928,987 |
| Charles R. Perrin | 240,588,965 | 3,101,532 | 421,201 | 20,928,987 |
| Nick Shreiber | 243,173,379 | 627,609 | 310,697 | 20,928,987 |
| Tracey T. Travis | 242,885,049 | 919,904 | 306,745 | 20,928,987 |
| Archbold D. van Beuren | 242,786,113 | 1,047,734 | 277,851 | 20,928,987 |
| Les C. Vinney | 241,638,523 | 2,162,865 | 309,910 | 20,928,987 |

2. Ratification of Appointment of Independent Registered Public Accounting Firm for Fiscal 2017

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as Campbell's independent registered public accounting firm for fiscal 2017 was approved. The votes cast for and against this proposal, as well as the abstentions were as follows:

| For | Against | Abstain |
|-------------|-----------|---------|
| 263,096,609 | 1,673,157 | 270,919 |

There were no broker non-votes for this proposal.

3. Advisory Vote on Executive Compensation

The resolution to approve, on an advisory basis, the compensation of Campbell's executive officers named in the proxy statement for the 2016 Annual Meeting of Shareholders was approved. The votes cast for and against this proposal, as well as the abstentions and broker non-votes, were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 235,990,311 | 7,308,760 | 812,627 | 20,928,987 |

SIGNATURES

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

CAMPBELL SOUP COMPANY
(Registrant)

Date: November 17, 2016 By: /s/ Charles A. Brawley, III
Charles A. Brawley, III

Vice President, Corporate Secretary and Associate General Counsel