

LOGITECH INTERNATIONAL SA

Form 8-K

September 11, 2015

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: September 9, 2015

(Date of earliest event reported)

LOGITECH INTERNATIONAL S.A.

(Exact name of registrant as specified in its charter)

Commission File Number: 0-29174

Canton of Vaud, Switzerland  
(State or other jurisdiction  
of incorporation or organization)

None  
(I.R.S. Employer  
Identification No.)

Logitech International S.A.  
Apples, Switzerland  
c/o Logitech Inc.  
7700 Gateway Boulevard  
Newark, California 94560  
(Address of principal executive offices and zip code)

(510) 795-8500  
(Registrant's telephone number, including area code)

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))



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

The Annual General Meeting of Shareholders of the Company was held on September 9, 2015. At the meeting, shareholders voted on the following proposals and cast their votes as follows:

**Proposal 1: Approval of the Annual Report, the consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2015**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 84,822,787 | 73,018  | 294,685 | —                |
| 99.9%      | 0.1%    | N/A     | N/A              |

**Proposal 2: Advisory vote to approve executive compensation**

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 63,230,898 | 15,829,706 | 705,670 | 5,424,216        |
| 80.0%      | 20.0%      | N/A     | N/A              |

**Proposal 3: Appropriation of retained earnings and declaration of dividend**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 79,464,616 | 29,216  | 272,554 | 5,424,214        |
| 99.9%      | 0.1%    | N/A     | N/A              |

**Proposal 4: Release of the Board of Directors and Executive Officers from liability for activities during fiscal year 2015**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 69,780,538 | 262,635 | 615,673 | 5,424,216        |
| 99.6%      | 0.4%    | N/A     | N/A              |

**Proposal 5.A: Re-election of Mr. Kee-Lock Chua to the Board of Directors**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 78,840,543 | 548,519 | 372,323 | 5,424,215        |
| 99.3%      | 0.7%    | N/A     | N/A              |

**Proposal 5.B: Re-election of Mr. Bracken Darrell to the Board of Directors**

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 76,617,158 | 2,827,746 | 316,481 | 5,424,215        |
| 96.4%      | 3.6%      | N/A     | N/A              |

**Proposal 5.C: Re-election of Ms. Sally Davis to the Board of Directors**

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 78,369,987 | 1,011,543 | 382,855 | 5,424,215        |
| 98.7%      | 1.3%      | N/A     | N/A              |

**Proposal 5.D: Re-election of Mr. Guerrino De Luca to the Board of Directors**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 78,865,951 | 584,796 | 313,639 | 5,424,214        |
| 99.3%      | 0.7%    | N/A     | N/A              |

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Proposal 5.E: Re-election of Mr. Didier Hirsch to the Board of Directors

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 78,396,127 | 985,848 | 382,411 | 5,424,214        |
| 98.8%      | 1.2%    | N/A     | N/A              |

Proposal 5.F: Re-election of Dr. Neil Hunt to the Board of Directors

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 79,192,541 | 168,587 | 403,257 | 5,424,215        |
| 99.8%      | 0.2%    | N/A     | N/A              |

Proposal 5.G: Re-election of Mr. Dimitri Panayotopoulos to the Board of Directors

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 78,955,550 | 406,909 | 401,926 | 5,424,215        |
| 99.5%      | 0.5%    | N/A     | N/A              |

Proposal 5.H: Election of Dr. Edouard Bugnion to the Board of Directors

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 79,072,759 | 350,712 | 340,914 | 5,424,215        |
| 99.6%      | 0.4%    | N/A     | N/A              |

Proposal 5.I: Election of Ms. Sue Gove to the Board of Directors

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 78,995,136 | 388,666 | 380,583 | 5,424,215        |
| 99.5%      | 0.5%    | N/A     | N/A              |

Proposal 5.J: Election of Dr. Lung Yeh to the Board of Directors

|            |           |         |                  |
|------------|-----------|---------|------------------|
| For        | Against   | Abstain | Broker Non-Votes |
| 78,364,267 | 1,042,029 | 358,089 | 5,424,215        |
| 98.7%      | 1.3%      | N/A     | N/A              |

Proposal 6: Election of the Chairman of the Board

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 78,687,402 | 672,067 | 404,616 | 5,424,215        |
| 99.2%      | 0.8%    | N/A     | N/A              |

Proposal 7.A: Re-election of Ms. Sally Davis to the Compensation Committee

|            |           |         |                  |
|------------|-----------|---------|------------------|
| For        | Against   | Abstain | Broker Non-Votes |
| 75,390,691 | 3,946,573 | 427,121 | 5,424,215        |
| 95.0%      | 5.0%      | N/A     | N/A              |

Proposal 7.B: Re-election of Dr. Neil Hunt to the Compensation Committee

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 78,239,148 | 804,764 | 720,453 | 5,424,215        |
| 99.0%      | 1.0%    | N/A     | N/A              |

## Proposal 7.C: Election of Mr. Dimitri Panayotopoulos to the Compensation Committee

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 78,865,604 | 449,592 | 449,168 | 5,424,216        |
| 99.4%      | 0.6%    | N/A     | N/A              |

## Proposal 8: Approval of Compensation for the Board of Directors for the 2015 to 2016 Board Year

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 69,881,195 | 9,140,867 | 742,323 | 5,424,215        |
| 88.4%      | 11.6%     | N/A     | N/A              |

## Proposal 9: Approval of Compensation for the Group Management Team for Fiscal Year 2017

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 67,772,396 | 11,294,673 | 697,255 | 5,424,216        |
| 85.7%      | 14.3%      | N/A     | N/A              |

## Proposal 10: Re-election of KPMG AG as Logitech's auditors and ratification of the appointment of KPMG LLP as Logitech's independent registered public accounting firm for fiscal year 2016

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 84,726,186 | 123,449 | 338,911 | 4                |
| 99.9%      | 0.1%    | N/A     | N/A              |

## Proposal 11: Re-election of Ms. Béatrice Ehlers as Independent Representative

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 79,329,797 | 117,016 | 317,512 | 5,424,215        |
| 99.9%      | 0.1%    | N/A     | N/A              |

Under Swiss law, abstentions are not counted towards the calculation of the majority required for passage of the proposals.

## Item 8.01 Other Events

With respect to the dividend approved under Proposal 3 described under Item 5.07 above, the Company has announced that the ex-dividend dates (the first trading day without the right to receive the dividend payment) are expected to be Thursday, September 17, 2015 on the Nasdaq Global Select Market and Friday, September 18, 2015 on the SIX Swiss Exchange, the record date is Monday, September 21, 2015, and the payment date is expected to be Tuesday, September 22, 2015. In order to be eligible to receive the dividend payment, Logitech shares must be purchased by the end of the official trading day on the Nasdaq Global Select Market on September 16, 2015 or by the end of the official trading day on the SIX Swiss Exchange on September 17, 2015. Given the unaligned ex-dividend dates resulting from the Company's dual listing, Nasdaq has informed the Company that it will temporarily halt trading in Logitech shares on its platform on September 17, 2015 from the start of the trading session on the Nasdaq market until following the close of the trading session on the SIX Swiss Exchange at 11:30 a.m. Eastern Daylight Time. Information regarding the pending dividend can be found on the Dividend page of the Logitech Investor Relations site within the Company's corporate website.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

Logitech International S.A.

/s/ Bryan Ko

Bryan Ko

General Counsel and Corporate Secretary

September 11, 2015