

HALF ROBERT INTERNATIONAL INC /DE/  
Form 8-K  
May 24, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) May 23, 2018

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Robert Half International Inc.  
(Exact name of registrant as specified in its charter)

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Delaware                      01-10427              94-1648752  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number) Identification No.)

2884 Sand Hill Road, Menlo Park, CA   94025  
(Address of principal executive offices)   (Zip Code)  
Registrant's telephone number, including area code (650) 234-6000  
NO CHANGE  
(Former name or former address, if changed since last report.)

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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 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.   ☐

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

On May 23, 2018, the Company held its annual meeting of stockholders. The three matters presented to the stockholders at the annual meeting were (1) the election of six directors, (2) the ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2018, and (3) an advisory vote to approve executive compensation.

The vote for directors was as follows:

| Nominee                | Shares For  | Shares withheld | Broker Non-Votes |
|------------------------|-------------|-----------------|------------------|
| Harold M. Messmer, Jr. | 95,977,662  | 6,142,457       | 7,556,087        |
| Marc H. Morial         | 101,108,377 | 1,011,742       | 7,556,087        |
| Barbara J. Novogradac  | 101,030,909 | 1,089,210       | 7,556,087        |
| Robert J. Pace         | 100,869,234 | 1,250,885       | 7,556,087        |
| Frederick A. Richman   | 96,546,841  | 5,573,278       | 7,556,087        |
| M. Keith Waddell       | 93,602,076  | 8,518,043       | 7,556,087        |

The proposal regarding the ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2018 was approved by the following vote:

|                  |             |
|------------------|-------------|
| For              | 107,905,476 |
| Against          | 1,736,059   |
| Abstain          | 34,671      |
| Broker Non-Votes | —           |

The advisory resolution to approve executive compensation was approved by the following vote:

|                  |            |
|------------------|------------|
| For              | 92,689,234 |
| Against          | 9,073,907  |
| Abstain          | 356,978    |
| Broker Non-Votes | 7,556,087  |

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.

Robert Half International Inc.

Date: May 24, 2018 By: /s/ EVELYN CRANE-OLIVER

Name: Evelyn Crane-Oliver

Title: Senior Vice President, Secretary and General Counsel