

HASBRO INC
Form 8-K
May 23, 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): **May 19, 2016**

Hasbro, Inc.

(Exact name of registrant as specified in its charter)

Rhode Island

(State or other jurisdiction
of incorporation)

1-6682

(Commission File Number)

05-0155090

(IRS Employer
Identification No.)

**1027 Newport Ave., Pawtucket,
Rhode Island**

(Address of principal executive
offices)

02862

(Zip Code)

Registrant's telephone number, including area code: **(401) 431-8697**

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:

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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.

On May 19, 2016, Hasbro, Inc. (the “Company”) held its 2016 Annual Meeting of Shareholders (the “Annual Meeting”). As of the record date of March 23, 2016, there were 124,917,116 shares of common stock outstanding and entitled to notice of and to vote at the Annual Meeting. Of the record date shares, 113,596,592 shares of common stock were represented at the meeting. The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

Proposal 1 – Election of Directors

Shareholders approved the election of twelve directors to serve as directors for a one-year term expiring at the 2017 Annual Meeting, and until their successors are duly elected and qualified. The voting results for this proposal were as follows:

| | For | Against | Abstain | Broker Non- Votes |
|---------------------|-------------|----------------|----------------|--------------------------|
| Basil L. Anderson | 100,585,754 | 2,119,372 | 153,807 | 10,737,659 |
| Alan R. Batkin | 100,767,072 | 1,968,039 | 123,822 | 10,737,659 |
| Kenneth A. Bronfin | 102,292,384 | 447,984 | 118,565 | 10,737,659 |
| Michael R. Burns | 102,646,130 | 95,222 | 117,581 | 10,737,659 |
| Crispin H. Davis | 102,389,103 | 355,111 | 114,719 | 10,737,659 |
| Lisa Gersh | 97,302,934 | 5,445,352 | 110,647 | 10,737,659 |
| Brian D. Goldner | 100,209,385 | 2,297,381 | 352,167 | 10,737,659 |
| Alan G. Hassenfeld | 102,009,235 | 728,795 | 120,903 | 10,737,659 |
| Tracy A. Leinbach | 102,570,316 | 177,400 | 111,217 | 10,737,659 |
| Edward M. Philip | 101,032,308 | 1,705,992 | 120,633 | 10,737,659 |
| Richard S. Stoddart | 102,654,986 | 84,606 | 119,341 | 10,737,659 |
| Linda K. Zecher | 102,299,980 | 448,108 | 110,845 | 10,737,659 |

Proposal 2 – Advisory Vote to Approve the Compensation of the Company’s Named Executive Officers

Shareholders approved, on an advisory basis, the compensation for the Company’s Named Executive Officers, as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of the Company’s 2016 Annual Meeting Proxy Statement. The voting results for this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 100,216,653 | 2,407,450 | 234,830 | 10,737,659 |

Proposal 3 - Ratification of the Selection of KPMG LLP as Independent Registered Public Accounting Firm for Fiscal Year 2016

Shareholders ratified the appointment of KPMG LLP to serve as the Company's independent registered public accountants for its 2016 fiscal year. The voting results for this proposal were as follows:

For
112,589,922

Against
900,715

Abstain
105,955

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.

HASBRO, INC.

By: /s/ Deborah Thomas
Name: Deborah Thomas
Title: Executive Vice President and Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)

Date: May 23, 2016
