

PROCTER & GAMBLE Co  
Form 8-K  
April 12, 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) April 12, 2016

Ohio 1-434 31-0411980  
(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation) Identification Number)

One Procter & Gamble Plaza, Cincinnati, Ohio 45202  
(Address of principal executive offices) Zip Code

(513) 983-1100 45202  
(Registrant's telephone number, including area code) Zip Code

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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGES IN FISCAL YEAR.

On April 8, 2016, the Board of Directors of The Procter & Gamble Company (the "Company") approved an amendment to the Company's Code of Regulations (the "Regulations"), effective immediately. The Board approved this amendment pursuant to authority granted by shareholders at the Annual Meeting of Shareholders held on October 13, 2009.

The Board amended the Regulations to add Article I, Section 9 implementing proxy access, which permits a shareholder, or group of up to 20 shareholders, owning 3% or more of the Company's outstanding stock continuously for at least three years, to nominate and include in the Company's proxy materials director nominees constituting up to the greater of 20% of the Board or two directors, provided that the requirements set forth in the Regulations are satisfied. The Regulations were also amended to clarify and revise the notice provisions in Article I, Section 8 and implement certain other minor changes.

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The foregoing description of the Regulations is qualified in its entirety by reference to the full text of the Code of Regulations of The Procter & Gamble Company, which is filed as Exhibit 3(ii) to this Form 8-K and is hereby incorporated by reference.

The Company is filing this 8-K pursuant to Item 5.03, "Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year."

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 PROCTER & GAMBLE COMPANY

By: /s/ Susan S. Whaley  
Susan S. Whaley  
Assistant Secretary  
April 12, 2016

EXHIBIT(S)

3.ii Regulations of The Procter & Gamble Company