

TIFFANY & CO  
Form 8-K  
May 27, 2014

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: May 27, 2014

TIFFANY & CO.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-9494  
(Commission  
File Number)

13-3228013  
(I.R.S. Employer  
Identification No.)

200 Fifth Avenue, New York, New  
York  
(Address of principal executive offices)

10010  
(Zip Code)

Registrant's telephone number, including area code: (212) 755-8000

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.

On May 22, 2014, Registrant held its annual meeting of shareholders. Set forth below are the final voting results for each of the four proposals submitted to a vote of the shareholders.

Proposal One. Election of Directors. Each of the ten nominees listed below was elected a director of Registrant to hold office until the next annual meeting of the shareholders and until his or her successor has been duly elected and qualified.

| Nominee             | Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|---------------------|----------------------------|--------------------------------|-----------------------------|----------------------------|
| Michael J. Kowalski | 101,615,505                | 3,693,159                      | 324,043                     | 7,518,533                  |
| Rose Marie Bravo    | 98,220,349                 | 7,258,991                      | 153,367                     | 7,518,533                  |
| Gary E. Costley     | 103,877,257                | 1,585,410                      | 170,040                     | 7,518,533                  |
| Frederic P. Cumenal | 102,878,376                | 2,567,712                      | 186,619                     | 7,518,533                  |
| Lawrence K. Fish    | 104,634,056                | 820,762                        | 177,889                     | 7,518,533                  |
| Abby F. Kohnstamm   | 102,501,525                | 2,915,439                      | 215,743                     | 7,518,533                  |
| Charles K. Marquis  | 101,657,519                | 3,818,880                      | 156,308                     | 7,518,533                  |
| Peter W. May        | 104,513,035                | 974,359                        | 145,313                     | 7,518,533                  |
| William A. Shutzer  | 102,946,112                | 2,518,198                      | 168,397                     | 7,518,533                  |
| Robert S. Singer    | 104,660,526                | 815,787                        | 156,394                     | 7,518,533                  |

Proposal Two. Ratification of the appointment by the Board of Directors of PricewaterhouseCoopers LLP as the Registrant's independent registered public accounting firm for the fiscal year ending January 31, 2015.

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstaining | Number of Broker Non-Votes |
|----------------------------|--------------------------------|-----------------------------|----------------------------|
| 109,841,575                | 3,170,349                      | 139,316                     | ---                        |

Proposal Three. Approval of the compensation paid to the Registrant's named executive officers in fiscal 2013.

| Number of<br>Shares<br>Voted For | Number of<br>Shares<br>Voted<br>Against | Number of<br>Shares<br>Abstaining | Number of<br>Broker<br>Non-Votes |
|----------------------------------|---|-----------------------------------|----------------------------------|
| 103,905,754                      | 1,312,284                               | 414,669                           | 7,518,533                        |

Proposal Four. Approval of the 2014 Tiffany & Co. Employee Incentive Plan.

| Number of<br>Shares<br>Voted For | Number of<br>Shares<br>Voted<br>Against | Number of<br>Shares<br>Abstaining | Number of<br>Broker<br>Non-Votes |
|----------------------------------|---|-----------------------------------|----------------------------------|
| 96,764,609                       | 8,702,935                               | 165,163                           | 7,518,533                        |

Item 8.01 Other Events.

As noted in Item 5.07 above, on May 22, 2014 (the "Effective Date"), the shareholders of the Registrant approved the adoption of the 2014 Tiffany & Co. Employee Incentive Plan (the "2014 Incentive Plan"). The 2014 Incentive Plan, which became effective upon such approval, replaces the Amended and Restated 2005 Tiffany & Co. Employee Incentive Plan (the "2005 Incentive Plan"), under which no further awards may be granted after the Effective Date. Awards made under the 2005 Incentive Plan from February 1, 2014 through the Effective Date, will reduce the 8,650,000 shares available under the 2014 Incentive Plan by one share for every share subject to an award granted. Employees (including executive officers and directors who are also the Registrant's employees) of the Registrant and any of its subsidiaries are eligible to participate in the 2014 Incentive Plan. Non-employee directors of the Registrant are not eligible to participate, however the 2008 Tiffany & Co. Directors Option Plan will remain in full force and effect after the Effective Date. The 2014 Incentive Plan is filed as Exhibit 10.31 to this Current Report on Form 8-K. The summary of the 2014 Incentive Plan set forth above is qualified in its entirety by reference to such exhibit.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.31 2014 Tiffany & Co. Employee Incentive Plan as adopted May 22, 2014.

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 thereunto duly authorized.

TIFFANY & CO.  
(Registrant)

By: /s/ Leigh M. Harlan  
Leigh M. Harlan  
Senior Vice President, Secretary  
and General Counsel

Date: May 27, 2014

EXHIBIT INDEX

Exhibit No. Description

10.31 2014 Tiffany & Co. Employee Incentive Plan as adopted May 22, 2014.