

# HASBRO INC

## **FORM 8-K** (Current report filing)

Filed 05/22/17 for the Period Ending 05/18/17

Address 1027 NEWPORT AVE  
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PAWTUCKET, RI 02861  
Telephone 4014318697  
CIK 0000046080  
Symbol HAS  
SIC Code 3944 - Games, Toys, and Children's Vehicles, Except Dolls and Bicycles  
Industry Toys & Juvenile Products  
Sector Consumer Cyclical  
Fiscal Year 12/27

**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 18, 2017**

**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)

**02861**

(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:

- 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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 18, 2017, Hasbro, Inc. (the “Company”) held its 2017 Annual Meeting of Shareholders (the “Annual Meeting”). As of the record date of March 22, 2017, there were 125,006,746 shares of common stock outstanding and entitled to notice of and to vote at the Annual Meeting. Of the record date shares, 112,365,989 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 for one-year terms expiring at the 2018 Annual Meeting, and until their successors are duly elected and qualified. The voting results for this proposal were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Kenneth A. Bronfin	101,516,088	391,895	100,360	10,357,645
Michael R. Burns	101,806,042	97,075	105,225	10,357,645
Hope Cochran	101,809,273	101,360	97,710	10,357,645
Crispin H. Davis	100,480,523	1,426,159	101,660	10,357,645
Lisa Gersh	98,692,229	3,220,807	95,306	10,357,645
Brian D. Goldner	98,583,829	2,771,150	653,363	10,357,645
Alan G. Hassenfeld	101,561,064	342,447	104,832	10,357,645
Tracy A. Leinbach	100,739,312	1,169,226	99,805	10,357,645
Edward M. Philip	99,408,019	2,465,545	134,778	10,357,645
Richard S. Stoddart	101,807,582	99,307	101,453	10,357,645
Mary Beth West	100,819,622	1,092,399	96,322	10,357,645
Linda K. Zecher	101,520,297	391,689	96,356	10,357,645

*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 2017 Annual Meeting Proxy Statement. The voting results for this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
99,861,486	1,958,321	188,535	10,357,645

*Proposal 3 – Advisory Vote to Approve the Frequency of the Shareholder Vote on the Compensation of the Company’s Named Executive Officers*

Shareholders approved, on an advisory basis, having the shareholder vote on the compensation for the Company’s Named Executive Officers annually (every one year), as opposed to every two years or every three years. The voting results for this proposal were as follows:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
92,820,918	123,587	8,925,020	138,817	10,357,645

The Board had recommended to shareholders that the vote on the Compensation of the Company's Named Executed Officers be held every one year, and in accordance with the results on this vote it is the intent of the Board to submit the vote on the Compensation of the Company's Named Executive Officers to the shareholders every year.

*Proposal 4 – Approval of Amendments to the Company's Restated 2003 Stock Incentive Performance Plan*

Shareholders approved the amendments to the Company's Restated 2003 Stock Incentive Performance Plan, as such amendments are described in the proxy statement for the 2017 Annual Meeting. The voting results for this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
98,367,006	3,472,221	169,115	10,357,645

*Proposal 5 – Approval of Amendment to the Company's 2014 Senior Management Annual Performance Plan*

Shareholders approved the amendment to the Company's 2014 Senior Management Annual Performance Plan, as the amendment is described in the proxy statement for the 2017 Annual Meeting. The voting results for this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
100,742,753	1,091,289	174,300	10,357,645

*Proposal 6 - Ratification of the Selection of KPMG LLP as Independent Registered Public Accounting Firm for Fiscal Year 2017*

Shareholders ratified the appointment of KPMG LLP to serve as the Company's independent registered public accountants for its 2017 fiscal year. The voting results for this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
110,503,747	1,682,850	179,391

**Item 8.01 Other Events.**

On May 18, 2017 the Company issued a press release announcing that Basil Anderson and Alan Batkin had retired from the Board of Directors effective at the conclusion of the Company's 2017 Annual Meeting of Shareholders. Mr. Anderson had served as the Company's Lead Independent Director. The release also announced the Board's appointment of Edward Philip as the Company's new Lead Independent Director, effective immediately. A copy of the press release is attached as exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Exhibits.**

(d) Exhibits

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## 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 22, 2017

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Hasbro, Inc. Press Release, dated May 18, 2017.

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**Press Contact:**

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## Hasbro Board of Directors Appoints Edward M. Philip to Lead Independent Director Role

PAWTUCKET, R.I. -- Hasbro, Inc. (NASDAQ: HAS), a global play and entertainment company, today announced that its Board of Directors has appointed Edward 'Ted' Philip as lead independent director. He succeeds Basil L. Anderson, who retired from his position on the Hasbro Board effective as of the 2017 Annual Meeting of Shareholders today. Alan R. Batkin also retired from Hasbro's Board after 25 years of service.

"Both Basil and Alan have provided essential guidance and strategic leadership, and I want to thank them for their exemplary service and contribution to Hasbro's success," said Brian Goldner, chairman and CEO, Hasbro, Inc. "Ted's leadership on our Board, combined with many years of experience as both an operating executive and chief financial officer of multinational corporations, have prepared him to fulfill the role of lead independent director. He contributes a unique combination of expertise in corporate finance, governance, consumer trends, technology and family entertainment, and we appreciate his willingness to take on this important role, which is critical to our corporate governance structure."

Ted has more than 25 years of experience in strategic, business and financial planning in consumer and technology-based industries with companies such as The Walt Disney Company and Lycos. He is currently a special partner at Highland Consumer Fund, a consumer-oriented private equity fund.

"I'm truly honored to have the opportunity to continue to partner with Brian and his leadership team in this critical role," Ted said. "On behalf of the Board of Directors, I also want to extend a sincere and heartfelt thanks to Basil for his leadership, in setting the tone for this role as our first lead independent director, and to Alan for his invaluable service."

The role of the lead independent director was established in 2015 to ensure independent decision making and functioning of the Board.

### **About Hasbro**

Hasbro (NASDAQ: HAS) is a global play and entertainment company committed to *Creating the World's Best Play Experiences*. From toys and games to television, movies, digital gaming and consumer products, Hasbro offers a variety of ways for audiences to experience its iconic brands, including NERF, MY LITTLE PONY, TRANSFORMERS, PLAY-DOH, MONOPOLY, LITLLEST PET SHOP and MAGIC: THE GATHERING, as well as

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premier partner brands. The Company's Hasbro Studios and its film label, Allspark Pictures, are building its brands globally through great storytelling and content on all screens. Through its commitment to corporate social responsibility and philanthropy, Hasbro is helping to make the world a better place for children and their families. Hasbro ranked No. 1 on the 2017 100 Best Corporate Citizens list by *CR Magazine*, and has been named one of the World's Most Ethical Companies® by *Ethisphere Institute* for the past six years. Learn more at [www.hasbro.com](http://www.hasbro.com), and follow us on Twitter (@Hasbro & @HasbroNews) and Instagram (@Hasbro).

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