

LULULEMON ATHLETICA INC.

FORM 8-K (Current report filing)

Filed 06/14/17 for the Period Ending 06/08/17

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| Telephone | 604-732-6124 |
| CIK | 0001397187 |
| Symbol | LULU |
| SIC Code | 2300 - Apparel & Other Finishd Prods of Fabrics & Similar Matl |
| Industry | Apparel & Accessories |
| Sector | Consumer Cyclical |
| Fiscal Year | 01/31 |

**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

June 8, 2017
Date of Report (Date of earliest event reported)

lululemon athletica inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33608
(Commission
File Number)

20-3842867
(IRS Employer
Identification No.)

1818 Cornwall Avenue
Vancouver, British Columbia
Canada, V6J 1C7
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (604) 732-6124

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.

At the lululemon athletica inc. 2017 Annual Meeting of Stockholders held on June 8, 2017, the matters on which the stockholders voted, in person or by proxy, were:

1. to elect four Class I directors to hold office for a three-year term and until their respective successors are elected and qualified;
2. to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 28, 2018;
3. to approve an amendment to our certificate of incorporation to remove the reference to plurality voting;
4. to approve, on an advisory basis, the compensation of our named executive officers; and
5. to cast an advisory vote on how often we should include an advisory say-on-pay proposal in our proxy materials for future stockholder meetings.

The results of the voting were as follows:

Election of Directors:

| <u>Director</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|-------------------|------------------|----------------------|------------------------|-------------------------|
| Michael Casey | 93,617,979 | 10,916,877 | 66,369 | 10,867,340 |
| Glenn Murphy | 104,171,359 | 362,708 | 67,158 | 10,867,340 |
| David M. Mussafer | 103,889,708 | 645,414 | 66,103 | 10,867,340 |
| Laurent Potdevin | 93,589,409 | 10,946,786 | 65,030 | 10,867,340 |

Each of the foregoing nominees was elected and each received more votes for than the votes cast against that nominee's election.

Ratification of Appointment of Independent Registered Public Accounting Firm:

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> |
|----------------------------|------------------|----------------------|------------------------|
| PricewaterhouseCoopers LLP | 114,570,327 | 761,055 | 137,183 |

The foregoing proposal was approved.

Approval of Amendment to the Certificate of Incorporation:

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|---|------------------|----------------------|------------------------|-------------------------|
| Amendment to the Certificate of Incorporation | 104,251,479 | 216,492 | 133,254 | 10,867,340 |

The foregoing proposal was approved.

Approval, on an Advisory Basis, of Executive Compensation:

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------------|------------------|----------------------|------------------------|-------------------------|
| Executive Compensation | 102,688,163 | 1,783,370 | 129,692 | 10,867,340 |

The foregoing proposal was approved.

Recommended Frequency of Advisory Say-on-Pay Proposal:

| | <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>Abstain</u> |
|----------------------|---------------|----------------|----------------|----------------|
| Say-on-Pay Frequency | 65,246,304 | 82,723 | 8,397,700 | 30,874,496 |

The foregoing proposal recommended an advisory say-on-pay proposal frequency of 1 year.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

lululemon athletica inc.

Dated: June 13, 2017

/s/ S TUART H ASELDEN

Stuart Haselden

Chief Operating Officer