

LOGITECH INTERNATIONAL SA
Form 8-K
December 23, 2014

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: December 18, 2014
(Date of earliest event reported)**

LOGITECH INTERNATIONAL S.A.

(Exact name of registrant as specified in its charter)

Commission File Number: 0-29174

**Canton of Vaud, Switzerland
(State or other jurisdiction
of incorporation or organization)**

**None
(I.R.S. Employer
Identification No.)**

Logitech International S.A.

Apples, Switzerland

c/o Logitech Inc.

7600 Gateway Boulevard

Newark, California 94560

(Address of principal executive offices and zip code)

(510) 795-8500

(Registrant's telephone number, including area code)

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 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 18, 2014, the Company announced that Daniel Borel, Logitech co-founder, will not stand for re-election to the Company's Board of Directors at the Company's 2015 Annual General Meeting of Shareholders, when his current term ends.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual General Meeting of Shareholders of the Company was held on December 18, 2014. At the meeting, shareholders voted on the following proposals and cast their votes as follows:

Proposal 1: Approval of the Annual Report, the Compensation Report, the consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2014

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 86,091,028 | 691,329 | 215,073 | 3 |
| 99.2% | 0.8% | N/A | N/A |

Proposal 2: Advisory vote to approve executive compensation

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 61,834,386 | 14,271,945 | 4,945,763 | 5,945,039 |
| 81.2% | 18.8% | N/A | N/A |

Proposal 3: Appropriation of retained earnings and declaration of dividend

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 86,757,260 | 109,184 | 130,698 | 1 |
| 99.9% | 0.1% | N/A | N/A |

Proposal 4: Amendment of the Company's Articles of Incorporation

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 68,532,873 | 12,318,245 | 201,187 | 5,945,038 |
| 84.8% | 15.2% | N/A | N/A |

Proposal 5: Authorization to exceed 10% holding of own share capital

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 53,301,617 | 17,987,378 | 221,467 | 5,945,038 |
| 74.8% | 25.2% | N/A | N/A |

Proposal 6: Release of the Board of Directors and Executive Officers from liability for activities during fiscal year 2014

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 66,446,251 | 2,245,920 | 2,818,290 | 5,945,039 |
| 96.7% | 3.3% | N/A | N/A |

Proposal 7.1: Re-election of Mr. Daniel Borel to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 79,899,867 | 1,039,295 | 113,143 | 5,945,038 |
| 98.7% | 1.3% | N/A | N/A |

Proposal 7.2: Re-election of Mr. Matthew Bousquette to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 58,076,659 | 22,798,084 | 177,562 | 5,945,038 |
| 71.8% | 28.2% | N/A | N/A |

Proposal 7.3: Re-election of Mr. Kee-Lock Chua to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 59,158,359 | 21,690,265 | 203,541 | 5,945,038 |
| 73.2% | 26.8% | N/A | N/A |

Proposal 7.4: Re-election of Mr. Bracken P. Darrell to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 76,382,997 | 4,501,713 | 167,455 | 5,945,038 |
| 94.4% | 5.6% | N/A | N/A |

Proposal 7.5: Re-election of Ms. Sally Davis to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 58,514,705 | 22,351,478 | 185,982 | 5,945,038 |
| 72.4% | 27.6% | N/A | N/A |

Proposal 7.6: Re-election of Mr. Guerrino De Luca to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 77,912,157 | 2,955,129 | 185,019 | 5,945,038 |
| 96.3% | 3.7% | N/A | N/A |

Proposal 7.7: Re-election of Mr. Didier Hirsch to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 59,096,261 | 21,733,471 | 222,573 | 5,945,038 |
| 73.1% | 26.9% | N/A | N/A |

Proposal 7.8: Re-election of Dr. Neil Hunt to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 79,381,413 | 1,422,067 | 248,825 | 5,945,038 |
| 98.2% | 1.8% | N/A | N/A |

Proposal 7.9: Re-election of Ms. Monika Ribar to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 50,156,876 | 30,656,864 | 238,565 | 5,945,038 |
| 62.1% | 37.9% | N/A | N/A |

Proposal 7.10: Election of Mr. Dimitri Panayotopoulos to the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 79,985,201 | 218,920 | 848,183 | 5,945,039 |
| 99.7% | 0.3% | N/A | N/A |

Proposal 8: Election of the Chairman of the Board

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 78,705,098 | 2,098,696 | 247,175 | 5,945,039 |
| 97.4% | 2.6% | N/A | N/A |

Proposal 9.1: Election of Mr. Matthew Bousquette to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 72,329,259 | 8,536,974 | 184,736 | 5,945,039 |
| 89.4% | 10.6% | N/A | N/A |

Proposal 9.2: Election of Ms. Sally Davis to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 71,737,082 | 9,059,645 | 254,242 | 5,945,039 |
| 88.8% | 11.2% | N/A | N/A |

Proposal 9.3: Election of Dr. Neil Hunt to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 79,174,252 | 1,663,880 | 212,637 | 5,945,039 |
| 97.9% | 2.1% | N/A | N/A |

Proposal 9.4: Election of Ms. Monika Ribar to the Compensation Committee

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 65,820,644 | 14,993,864 | 237,596 | 5,945,039 |
| 81.4% | 18.6% | N/A | N/A |

Proposal 10: Election of KPMG AG as Logitech's auditors and ratification of the appointment of KPMG LLP as Logitech's independent registered public accounting firm for fiscal year 2015

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 86,313,160 | 467,475 | 216,508 | 0 |
| 99.5% | 0.5% | N/A | N/A |

Proposal 11: Election of Ms. Béatrice Ehlers as Independent Representative

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 83,735,534 | 690,937 | 2,570,671 | 1 |
| 99.2% | 0.8% | N/A | N/A |

Under Swiss law, abstentions are not counted towards the calculation of the majority required for passage of the proposals.

Item 8.01 Other Events

With respect to the dividend approved under Proposal 3 described under Item 5.07 above, the Company has announced that the ex-dividend date (the first trading day without the right to receive the dividend payment) is Wednesday, December 24, 2014, the record date is Monday, December 29, 2014 and the payment date is expected to be Tuesday, December 30, 2014. In order to be eligible to receive the dividend payment, Logitech shares must be purchased by the end of the official trading day on December 23, 2014. Information regarding the distribution can be found on the Investor Relations page of the Company's website.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

Logitech International S.A.

/s/ Catherine Valentine
Catherine Valentine
Vice President, Legal, General Counsel and
Corporate Secretary

December 22, 2014