

TIFFANY & CO
Form DEF 14A
April 07, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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2017 Annual Meeting of Shareholders
PROXY STATEMENT



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PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. You should read the entire Proxy Statement carefully before voting.

ANNUAL MEETING OF SHAREHOLDERS

Date	Thursday, May 25, 2017
Time	9:30 a.m.
Place	The Rubin Museum of Art 150 West 17th Street New York, New York
Record Date	March 27, 2017
Voting	Shareholders as of the record date are entitled to vote. Each share of common stock of Tiffany & Co., a Delaware corporation (the "Company"), has one vote.
Admission	Attendance at the 2017 Annual Meeting will be limited to those persons who were shareholders, or held Company stock through a broker, bank or other nominee, at the close of business on the record date. Pre-registration is required to attend the 2017 Annual Meeting. Registration confirmation and photo identification are also required for admission. Shareholders of record will have the opportunity to vote by ballot at the 2017 Annual Meeting. Beneficial owners of shares held in street name must contact their broker before the 2017 Annual Meeting to obtain a legal proxy and bring the legal proxy with them to the meeting.

MATTERS TO BE VOTED ON AT 2017 ANNUAL MEETING

There are five matters scheduled to be voted on at the 2017 Annual Meeting:

Matter	Board Recommended Vote	Required Vote	Broker Discretionary Vote Allowed
Item No. 1: Election of the Board;	"FOR" the election of all 11 nominees for director	Majority of votes cast "for" or "against" the nominee	No
Item No. 2: Ratification of the selection of the independent registered public accounting firm to audit our Fiscal 2017 financial statements;	"FOR"	Majority of shares present and entitled to vote	Yes
Item No. 3: Approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in this Proxy Statement ("Say on Pay");	"FOR"	Majority of shares present and entitled to vote	No
Item No. 4: Preference, on an advisory basis, on the frequency of seeking shareholder approval of the compensation paid to the Company's named executive officers; and	"FOR" a recommendation that the shareholders approve the compensation paid to the Company's named executive officers every year	Not applicable (shareholder preference only)	No
Item No. 5: Approval of the Tiffany & Co. 2017 Directors Equity Compensation	"FOR"	Majority of shares present and entitled	No

Plan.

to vote

TIFFANY & CO.
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ELECTION OF THE BOARD

The following table provides summary information about each director nominee. Each director is elected annually by a majority of votes cast. See "Item 1. Election of the Board" at PS-17 for more information.

Name	Age	Director Since	Principal Occupation	Independent	Audit Committee	Compensation Committee & Stock Option Sub-Committee	Corporate Social Responsibility Committee	Dividend Committee	Finance Committee	Nominations Committee
Rose Marie Bravo	66	1997	Retired Chief Executive Officer ("CEO") of Burberry Limited	ü		ü				ü
Gary E. Costley	73	2007	Retired Chairman and CEO of International Multifoods Corporation	ü		Chair	ü			ü
Roger N. Farah	64	2017	Executive Director at Tory Burch LLC	ü						
Lawrence K. Fish	72	2008	Retired Chairman and CEO of Citizens Financial Group, Inc.	ü	ü		Chair		ü	
Abby F. Kohnstamm	63	2001	Executive Vice President and Chief Marketing Officer at Pitney Bowes Inc.	ü	ü	ü	ü			ü
James E. Lillie	55	2017	Vice Chairman of Mariposa Capital and Consultant for Newell Brands	ü						
Charles K. Marquis	74	1984	Senior Advisor to	ü	ü	ü				Chair

William A. Shutzer	70 1984	Investcorp International, Inc. Senior Managing Director of Evercore Partners	Chair
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