

TJX COMPANIES INC /DE/
Form 8-K
June 06, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 5, 2018

THE TJX COMPANIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

1-4908
(Commission

File Number)

770 Cochituate Road, Framingham, MA 01701

04-2207613
(IRS Employer

Identification No.)

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(Address of principal executive offices) (Zip Code)

(508) 390-1000

Registrant's telephone number, including area code

N/A

(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.45 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of shareholders of The TJX Companies, Inc. (the Company) was held on June 5, 2018. The final voting results of the annual meeting are as follows:

Proposal 1: Each nominee for director was elected, each to serve until the next annual meeting of shareholders and until his or her successor is duly elected and qualified.

| Nominee | For | Against | Abstaining | Broker Non-Votes |
|--------------------|-------------|------------|------------|------------------|
| Zein Abdalla | 520,981,470 | 584,458 | 489,074 | 36,529,516 |
| Alan M. Bennett | 503,147,588 | 18,419,789 | 487,625 | 36,529,516 |
| David T. Ching | 511,413,349 | 10,150,794 | 490,859 | 36,529,516 |
| Ernie Herrman | 515,798,822 | 5,794,230 | 461,950 | 36,529,516 |
| Michael F. Hines | 506,652,320 | 14,701,585 | 701,097 | 36,529,516 |
| Amy B. Lane | 498,374,747 | 23,213,332 | 466,923 | 36,529,516 |
| Carol Meyrowitz | 503,920,542 | 14,663,455 | 3,471,005 | 36,529,516 |
| Jackwyn L. Nemerov | 513,233,692 | 8,347,689 | 473,621 | 36,529,516 |
| John F. O'Brien | 493,087,179 | 28,477,165 | 490,658 | 36,529,516 |
| Willow B. Shire | 490,399,222 | 31,184,581 | 471,199 | 36,529,516 |

Proposal 2: The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2019 was ratified.

| For | Against | Abstaining |
|-------------|------------|------------|
| 541,421,948 | 16,820,886 | 341,684 |

Proposal 3: On an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion (the say-on-pay vote) was approved.

| For | Against | Abstaining | Broker Non-Votes |
|-------------|------------|------------|------------------|
| 467,676,603 | 53,594,540 | 781,971 | 36,529,516 |

Proposal 4: A shareholder proposal for a report on compensation disparities based on race, gender, or ethnicity was not approved.

| For | Against | Abstaining | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 129,518,594 | 365,166,402 | 27,370,006 | 36,529,516 |

Proposal 5: A shareholder proposal for amending the Company's clawback policy was not approved.

| For | Against | Abstaining | Broker Non-Votes |
|-------------|----------------|-------------------|-------------------------|
| 250,984,607 | 270,140,940 | 929,350 | 36,529,557 |

Proposal 6: A shareholder proposal for a supply chain policy on prison labor was not approved.

| For | Against | Abstaining | Broker Non-Votes |
|------------|----------------|-------------------|-------------------------|
| 39,877,384 | 474,112,548 | 8,065,070 | 36,529,516 |

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.

THE TJX COMPANIES, INC.

/s/ Alicia C. Kelly
Alicia C. Kelly
Executive Vice President, Secretary and
General Counsel

Dated: June 6, 2018