

ManpowerGroup Inc.  
Form 8-K  
May 04, 2018

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 4, 2018

MANPOWERGROUP INC.  
(Exact name of registrant as specified in its charter)

Wisconsin 1-10686 39-1672779  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

100 Manpower Place  
Milwaukee, Wisconsin 53212  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (414) 961-1000

(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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

Edgar Filing: ManpowerGroup Inc. - Form 8-K

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

At our 2018 Annual Meeting, our shareholders voted on proposals to: (1) elect twelve individuals nominated by the Board of Directors of the Company to serve until 2019; (2) ratify the appointment of Deloitte & Touche LLP as our independent auditors for 2018; and (3) provide an advisory vote on the compensation of our named executive officers. The final voting results on these proposals are as follows:

|                                                                                                  | For        | Against   | Abstain   | Broker<br>Non-Votes |
|--------------------------------------------------------------------------------------------------|------------|-----------|-----------|---------------------|
| 1. a) Election of Gina R. Boswell                                                                | 55,360,148 | 590,568   | 13,448    | 2,452,981           |
| b) Election of Cari M. Dominguez                                                                 | 55,575,297 | 375,367   | 13,500    | 2,452,981           |
| c) Election of William Downe                                                                     | 55,597,068 | 350,921   | 16,175    | 2,452,981           |
| d) Election of John F. Ferraro                                                                   | 55,909,508 | 39,103    | 15,553    | 2,452,981           |
| e) Election of Patricia Hemingway Hall                                                           | 54,033,979 | 1,916,230 | 13,955    | 2,452,981           |
| f) Election of Julie M. Howard                                                                   | 47,400,345 | 8,550,214 | 13,605    | 2,452,981           |
| g) Election of Ulice Payne, Jr.                                                                  | 55,862,746 | 86,505    | 14,913    | 2,452,981           |
| h) Election of Jonas Prising                                                                     | 52,024,024 | 2,155,548 | 1,784,592 | 2,452,981           |
| i) Election of Paul Read                                                                         | 55,913,084 | 35,784    | 15,296    | 2,452,981           |
| j) Election of Elizabeth P. Sartain                                                              | 55,935,613 | 15,112    | 13,439    | 2,452,981           |
| k) Election of Michael J. Van Handel                                                             | 55,804,491 | 144,203   | 15,470    | 2,452,981           |
| l) Election of John R. Walter                                                                    | 55,123,546 | 825,498   | 15,120    | 2,452,981           |
| 2. Ratification of the appointment of Deloitte & Touche LLP as our independent auditors for 2018 | 57,776,966 | 626,156   | 14,023    | 0                   |
| 3. Advisory vote on the compensation of our named executive officers                             | 51,237,898 | 4,692,533 | 33,733    | 2,452,981           |

---

Item 8.01 Other Events

On May 4, 2018 we issued a press release announcing that our Board of Directors declared a semi-annual dividend of \$1.01 per share. The dividend will be paid on June 15, 2018 to shareholders of record as of the close of business on June 1, 2018. The press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Exhibits

Exhibit No. Description

99.1 Press Release dated May 4, 2018

SIGNATURE

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.

MANPOWERGROUP INC.

Dated: May 4, 2018 By: /s/ Richard Buchband  
Name: Richard Buchband  
Title: Senior Vice President, General Counsel and Secretary