

AVON PRODUCTS INC  
Form 8-K  
May 09, 2012

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 3, 2012

Avon Products, Inc.  
(Exact name of registrant as specified in charter)

|   |                                       |  |
|---|---------------------------------------|--|
| New York<br>(State or other jurisdiction<br>of incorporation)   | 1-4881<br>(Commission<br>File Number) | 13-0544597<br>(IRS Employer<br>Identification No.) |
| 1345 Avenue of the Americas<br>New York, New York 10105-0196<br>(Address of principal executive offices) (Zip Code) |                                       |  |
| (212) 282-5000<br>(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))

## INFORMATION TO BE INCLUDED IN THE REPORT

## Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2012 Annual Meeting of Shareholders of Avon Products, Inc. (the "Company") was held on May 3, 2012. The final results of voting on each of the matters submitted to a vote of shareholders at the 2012 Annual Meeting are set forth below.

## 1. Each of the director nominees listed below were elected for one-year terms expiring in 2013:

|                        | Votes For   | Withheld   | Broker<br>Non-Votes |
|------------------------|-------------|------------|---------------------|
| Douglas R. Conant      | 329,424,161 | 4,649,967  | 34,889,572          |
| W. Don Cornwell        | 294,517,201 | 39,556,927 | 34,889,572          |
| V. Ann Hailey          | 299,996,099 | 34,078,029 | 34,889,572          |
| Fred Hassan            | 278,138,584 | 55,935,544 | 34,889,572          |
| Andrea Jung            | 273,350,204 | 60,723,924 | 34,889,572          |
| Maria Elena Lagomasino | 278,846,836 | 55,227,291 | 34,889,572          |
| Ann S. Moore           | 278,210,279 | 55,863,850 | 34,889,572          |
| Gary M. Rodkin         | 286,815,187 | 47,258,941 | 34,889,572          |
| Paula Stern            | 291,933,356 | 42,140,772 | 34,889,572          |
| Lawrence A. Weinbach   | 291,540,290 | 42,533,838 | 34,889,572          |

## 2. The advisory vote on executive compensation was approved:

| Votes For   | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|-------------|------------------|-------------|---------------------|
| 275,124,738 | 54,312,963       | 4,636,427   | 34,889,572          |

## 3. The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2012 was ratified:

| Votes For   | Votes<br>Against | Abstentions |
|-------------|------------------|-------------|
| 364,678,103 | 3,547,889        | 737,707     |

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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.

AVON PRODUCTS, INC.  
(Registrant)

By: /s/ Kim K.W. Rucker  
Kim K.W. Rucker  
Senior Vice President, General Counsel,  
Corporate Secretary and Chief  
Compliance Officer

Date: May 9, 2012

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