

FRESH DEL MONTE PRODUCE INC

Form 8-K

May 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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, 2016

FRESH DEL MONTE PRODUCE INC.

(Exact Name of Registrant as Specified in Charter)

The Cayman Islands

1-14706

N/A

(State or Other Jurisdiction of  
Incorporation)

(Commission file number) (I.R.S. Employer Identification No.)

c/o Intertrust Corporate Services (Cayman) Limited

190 Elgin Avenue

George Town, Grand Cayman, KY1-9005

Cayman Islands

(Address of Registrant's Principal Executive Office)

(305) 520-8400

(Registrant's telephone number including area code)

Please send copies of notices and communications from the Securities and Exchange Commission to:

c/o Del Monte Fresh Produce Company

241 Sevilla Avenue

Coral Gables, Florida 33134

(Address of Registrant's U.S. Executive Office)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 5.07 – Submission of Matters to a Vote of Security Holders

On May 4, 2016, the Annual General Meeting of Shareholders of Fresh Del Monte Produce Inc. (the “Company”) was held. A total of 49,738,121 Ordinary Shares, or 97% of the Ordinary Shares issued and outstanding as of the March 15, 2016 record date, was represented in person or by proxy. The proposals presented at the Annual General Meeting of Shareholders are described in detail in the Company’s Proxy Statement for the 2016 Annual General Meeting of Shareholders filed with the Securities and Exchange Commission on April 4, 2016. All of the nominees for director described in that proxy statement were elected to serve until the Company’s 2019 Annual General Meeting of Shareholders. A cash dividend for the year ended January 1, 2016 was approved by the shareholders and declared by the Company’s board of directors, and each of the other items considered at the 2016 Annual General Meeting was approved by the shareholders, pursuant to the voting results set forth below.

## Proposal 1

To elect three directors to serve until the Company’s 2019 Annual General Meeting of Shareholders.

| Directors            | For        | Against   | Abstained | Broker<br>Non-Votes |
|----------------------|------------|-----------|-----------|---------------------|
| Amir Abu-Ghazaleh    | 45,041,587 | 3,819,956 | 9,032     | 867,546             |
| Salvatore H. Alfiero | 45,250,504 | 3,611,083 | 8,988     | 867,546             |
| Edward L. Boykin     | 41,066,069 | 7,795,530 | 8,976     | 867,546             |

## Proposal 2

To approve and adopt the Company’s financial statements for the fiscal year ended January 1, 2016.

For 49,579,730  
 Against 24,717  
 Abstained 133,674

## Proposal 3

To ratify the appointment of Ernst & Young LLP as independent registered certified public accounting firm to the Company for the fiscal year ending December 30, 2016.

For 49,243,745  
 Against 490,021  
 Abstained 4,355

## Proposal 4

To approve the Company’s dividend for the fiscal year ended January 1, 2016.

For 49,725,956  
 Against 8,692  
 Abstained 3,473



Proposal 5

To approve, on an advisory, non-binding basis, the Company's executive compensation.

|                  |            |
|------------------|------------|
| For              | 39,501,649 |
| Against          | 9,049,566  |
| Abstained        | 319,360    |
| Broker Non-Votes | 867,546    |

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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.

Fresh Del Monte Produce  
Inc.

Date: May 4, 2016 By: /s/ Richard Contreras  
Richard Contreras  
Senior Vice President &  
Chief Financial Officer