

MONSANTO CO /NEW/
Form 8-K
April 19, 2013

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): April 19, 2013 (April 15, 2013)

MONSANTO COMPANY
(Exact Name of Registrant as Specified in its Charter)

Delaware 001-16167 43-1878297
(State of Incorporation) (Commission File Number) (IRS Employer Identification No.)

800 North Lindbergh Boulevard
St. Louis, Missouri 63167
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (314) 694-1000

Not Applicable
(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 obligations under any of the following provisions (see General Instruction A.2. below):

- 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))

Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02 Compensatory Arrangements of Certain Officers.

On April 15, 2013, Monsanto Company's Board of Directors elected Gregory H. Boyce to the Board of Directors and appointed Mr. Boyce to its Science and Technology Committee and its Sustainability and Corporate Responsibility Committee. Mr. Boyce is the Chairman and Chief Executive Officer of Peabody Energy Corporation. Mr. Boyce was elected to the class of directors whose terms expire at the Company's 2014 annual meeting of shareholders.

In addition, the Board determined that Mr. Boyce is independent under the listing standards of the New York Stock Exchange ("NYSE") and the Board's Charter and Corporate Governance Guidelines.

Mr. Boyce will be entitled to receive the same compensation for service as a director as is provided to other directors of the Company under the Non-Employee Director Equity Incentive Compensation Plan (the "Plan"). The Plan was described in more detail in the Proxy Statement for our 2013 annual meeting. Under the Plan, Mr. Boyce will receive an annual retainer, which for fiscal 2013 will be \$215,000, pro-rated for five months of service. Half of the aggregate retainer is payable in deferred common stock, and the remainder is payable, at the election of each director, in the form of restricted common stock, deferred common stock, current cash and/or deferred cash. Pursuant to the Plan, Mr. Boyce was also provided a grant of restricted stock upon commencement of service as a member of the Board of Directors equal to the full annual base retainer divided by the closing price of a share of the Company's common stock on the commencement date, which amounted to 2,086 shares of restricted stock.

A press release announcing the election of Mr. Boyce as a director, as described above, is attached as Exhibit 99.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following documents are filed as exhibits to this report:

Exhibit 99 Press Release dated April 16, 2013

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.

Dated: April 19, 2013

MONSANTO COMPANY

By:	/s/ Jennifer L. Woods
Name:	Jennifer L. Woods
Title:	Assistant Secretary

EXHIBIT INDEX

Exhibit No. Description of Exhibit

99 Press Release dated April 16, 2013

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