

STANLEY BLACK & DECKER, INC.

Form 8-K

April 25, 2017

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 20, 2017

Stanley Black & Decker, Inc.

(Exact name of registrant as specified in its charter)

Connecticut

1-5224

06-0548860

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1000 Stanley Drive, New Britain, Connecticut

06053

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(860) 225-5111

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 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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in 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 ☐ ☐

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. ☐ ☐

Top of the Form**Item. 5.07 Submission of Matters to a Vote of Security Holders**

The Registrant's Annual meeting of Shareholders was held on April 20, 2017.

Proposal 1: The following Directors were elected at the meeting:

| NOMINEE | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|---------------------|-------------|-----------|---------|---------------------|
| Andrea J. Ayers | 120,228,211 | 1,341,792 | 182,942 | 10,629,740 |
| George W. Buckley | 116,837,995 | 4,252,043 | 662,907 | 10,629,740 |
| Patrick D. Campbell | 119,714,009 | 1,683,686 | 355,250 | 10,629,740 |
| Carlos M. Cardoso | 116,521,422 | 5,044,153 | 187,370 | 10,629,740 |
| Robert B. Coutts | 120,049,185 | 1,488,251 | 215,509 | 10,629,740 |
| Debra A. Crew | 121,031,103 | 358,616 | 363,226 | 10,629,740 |
| Michael D. Hankin | 121,008,041 | 539,076 | 205,828 | 10,629,740 |
| James M. Loree | 121,193,766 | 376,040 | 183,139 | 10,629,740 |
| Marianne M. Parrs | 119,470,422 | 1,908,463 | 374,060 | 10,629,740 |
| Robert L. Ryan | 120,887,821 | 657,874 | 207,250 | 10,629,740 |

Proposal 2: The Shareholders approved the 2017 Management Incentive Compensation Plan:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|---------------------|
| 117,834,585 | 3,137,795 | 780,565 | 10,629,740 |

Proposal 3: The Shareholders approved, on an advisory basis, the compensation of the Registrant's named executive officers:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|---------------------|
| 112,415,743 | 8,699,218 | 637,984 | 10,629,740 |

Proposal 4: The Shareholders, on an advisory basis, approved, for future votes, the current one year vote on named executive officer compensation:

| ONE YEAR | TWO YEARS | THREE YEARS | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|-------------|---------|---------------------|
| 108,628,204 | 864,030 | 11,801,259 | 459,452 | 10,629,740 |

Proposal 5: The Shareholders approved Ernst & Young LLP as the Registrant's registered independent public accounting firm for the 2017 fiscal year.

| FOR | AGAINST | ABSTAIN |
|-------------|-----------|---------|
| 128,303,148 | 3,863,927 | 215,610 |

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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.

Stanley Black & Decker, Inc.

April 25, 2017

By: */s/ Bruce H. Beatt*

Name: Bruce H. Beatt

Title: Senior Vice President, General Counsel and Secretary