

FRESH DEL MONTE PRODUCE INC

Form 8-K

May 01, 2019

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 1, 2019

FRESH DEL MONTE PRODUCE INC.

(Exact Name of Registrant as Specified in Charter)

The Cayman Islands

333-07708

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:

☐ 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

☐ 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.

Item 5.07 – Submission of Matters to a Vote of Security Holders

On May 1, 2019, the Annual General Meeting of Shareholders of Fresh Del Monte Produce Inc. ("the Company") was held. A total of 46,355,248 Ordinary Shares, or 96% of the Ordinary Shares issued and outstanding as of the March 12, 2019 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 2019 Annual General Meeting of Shareholders filed with the Securities and Exchange Commission on April 1, 2019. All of the nominees for director described in that proxy statement were elected to serve until the Company's 2022 Annual General Meeting of Shareholders and each of the other items considered at the 2019 Annual General Meeting was approved by the shareholders, pursuant to the voting results set forth below.

Proposal 1

To elect two directors to serve until the Company's 2022 Annual General Meeting of Shareholders.

| Directors | For | Against | Abstained | Broker Non-Votes |
|-------------------|------------|-----------|-----------|---------------------|
| Amir Abu-Ghazaleh | 38,306,134 | 6,895,690 | 3,533 | 1,149,891 |
| Mary Ann Cloyd | 44,984,692 | 217,239 | 3,426 | 1,149,891 |

Proposal 2

To approve and adopt the Company's financial statements for the fiscal year ended December 28, 2018.

For 46,231,989
 Against 18,189
 Abstained 105,070

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 27, 2019.

For 46,139,003
 Against 210,739
 Abstained 5,506

Proposal 4

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

For 36,217,568
 Against 8,785,727
 Abstained 202,062
 Broker Non-Votes 1,149,891

Item 8.01 – Other Events

On May 1, 2019, the Company's Board of Directors appointed Michael J. Berthelot as Lead Independent Director, replacing Edward L. Boykin upon Mr. Boykin's retirement from the Company's Board of Directors at the 2019 Annual General Meeting of Shareholders. In addition, the Company's Board of Directors appointed Mary Ann Cloyd to serve as Chair of the Audit Committee and a Member of the Governance Committee of the Board of Directors, similarly replacing Mr. Boykin upon his retirement.

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 1, 2019 By: /s/ Eduardo Bezerra
Eduardo Bezerra
Senior Vice President &
Chief Financial Officer