

STARBUCKS CORP  
Form 8-K  
May 02, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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, 2012**

**STARBUCKS CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Washington**  
(State or Other Jurisdiction of

Incorporation)

**0-20322**  
(Commission

File Number)

**91-1325671**  
(IRS Employer

Identification No.)

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**2401 Utah Avenue South, Seattle, Washington 98134**

**(Address of Principal Executive Offices)**

**(206) 447-1575**

**(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))

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

On May 1, 2012, the Company's Board of Directors increased the number of directors of the Company from 11 to 12 and elected Robert M. Gates to serve as a director of the Company. Mr. Gates was also appointed to serve on the Company's Nominating and Corporate Governance Committee.

Mr. Gates will participate in the standard compensation plan for non-employee directors that became effective for fiscal year 2012, including, for the director's first year on the Board, a prorated portion, based on the month the director joined the Board, of the \$240,000 annual non-employee director compensation in the form of stock options or time-based restricted stock units (RSUs) or a combination thereof (as selected by the director). Future annual compensation will be \$240,000 comprised of one or more of the following (as selected by the director each year): (i) cash (up to 50%), (ii) stock options and (iii) time-based RSUs. The initial grant of stock options and RSUs to Mr. Gates will vest on November 14, 2012, the same vesting date as the annual grants made to non-employee directors on November 14, 2011. A non-employee director may elect to defer receipt of shares on the vesting of RSUs pursuant to the Company's Deferred Compensation Plan for Non-Employee Directors, as such plan was filed as an exhibit in the Company's Annual Report on Form 10-K for fiscal year 2011.

There is no arrangement or understanding pursuant to which Mr. Gates was elected as a director, and there are no related party transactions between the Company and Mr. Gates that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release containing the announcement of Mr. Gates' election is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press release of Starbucks Corporation dated May 2, 2012 |

**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.

**STARBUCKS CORPORATION**

Dated: May 2, 2012

By:       /s/ Sophie Hager Hume  
          Sophie Hager Hume  
          vice president, assistant general counsel and assistant secretary

**EXHIBIT INDEX**

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