

UNIVERSAL CORP /VA/  
Form 8-K  
August 03, 2018

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): August 2, 2018

---

UNIVERSAL CORPORATION  
(Exact name of registrant as specified in its charter)

---

|                                                |                          |                                   |
|------------------------------------------------|--------------------------|-----------------------------------|
| Virginia                                       | 001-00652                | 54-0414210                        |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

|                                             |            |
|---------------------------------------------|------------|
| 9201 Forest Hill Avenue, Richmond, Virginia | 23235      |
| (Address of principal executive offices)    | (Zip Code) |

Registrant's telephone number, including area code  
(804) 359-9311

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))

Indicate by check mark whether the registrant is an emerging growth company 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.      ..

---

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

At the 2018 Annual Meeting of Shareholders (the "2018 Annual Meeting"), held August 2, 2018, the Company's shareholders (i) elected each of the persons listed below as a director for a term of three years, (ii) approved a non-binding advisory resolution approving the compensation of the Company's named executive officers, and (iii) ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending March 31, 2019.

As of June 12, 2018, the Company had 24,955,628 shares of common stock outstanding, each of which was entitled to one vote per share. The majority of shares entitled to vote constituted a quorum.

The Company's shareholders voted as follows:

Proposal 1 - Election of Directors.

|                         | For        | Withheld | Broker<br>Non-Votes |
|-------------------------|------------|----------|---------------------|
| Diane F. Cantor         | 20,107,348 | 553,736  | 2,514,382           |
| Robert C. Sledd         | 20,132,107 | 528,977  | 2,514,382           |
| Thomas H. Tullidge, Jr. | 20,161,704 | 499,380  | 2,514,382           |

Mrs. D. Cantor and Messrs. R. Sledd and T. Tullidge were elected to three-year terms. The terms of office of the following directors continued after the 2018 Annual Meeting: George C. Freeman, III, Lennart R. Freeman, Thomas H. Johnson, Michael T. Lawton, and Eddie N. Moore, Jr.

Proposal 2 - Approval of a non-binding advisory resolution approving the compensation of the Company's named executive officers.

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 19,104,067 | 655,157 | 901,860 | 2,514,382           |

Proposal 3 - Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2019.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 22,196,236 | 524,636 | 454,594 | —                |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNIVERSAL  
CORPORATION  
(Registrant)

Date: August 2, 2018 By: /s/ Preston D. Wigner  
Preston D. Wigner  
Vice President,  
General Counsel, and  
Secretary