

EDGEWELL PERSONAL CARE Co  
Form 8-K  
January 28, 2016

**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): January 25, 2016**

**EDGEWELL PERSONAL CARE COMPANY**

**(Exact Name of Registrant as Specified in its Charter)**

|   |                                      |  |
|---|--------------------------------------|--|
| <b>Missouri</b><br><b>(State or other jurisdiction</b>              | <b>1-15401</b><br><b>(Commission</b> | <b>43-1863181</b><br><b>(I.R.S. Employee</b> |
| <b>of incorporation or organization)</b>                            | <b>File Number)</b>                  | <b>Identification Number)</b>                |
| <b>1350 Timberlake Manor Parkway, Chesterfield, Missouri 63017</b>  |                                      |  |
| <b>(Address of Principal Executive Offices, Including Zip Code)</b> |                                      |  |

**314-594-1900**

**(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 (*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 5.07 Submission of Matters to a Vote of Security Holders.**

Edgewell Personal Care Company (the Company) held its annual meeting of shareholders (the Annual Meeting) at the Company's headquarters on Monday, January 25, 2016. Of the 59,578,686 shares outstanding and entitled to vote at the Annual Meeting, 51,499,732 shares were represented in person or by proxy, constituting a quorum. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

*Proposal 1:* Management's nominees for director were elected to serve until the Annual Meeting of Shareholders to be held in 2017 or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee             | For        | Against   | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| David P. Hatfield   | 44,090,676 | 130,289   | 52,463  | 7,226,304        |
| Daniel J. Heinrich  | 42,188,469 | 2,030,335 | 54,624  | 7,226,304        |
| Carla C. Hendra     | 43,815,879 | 403,513   | 54,036  | 7,226,304        |
| R. David Hoover     | 41,711,663 | 2,506,146 | 55,619  | 7,226,304        |
| John C. Hunter, III | 41,707,942 | 2,508,915 | 56,571  | 7,226,304        |
| Rakesh Sachdev      | 35,515,492 | 8,603,827 | 154,109 | 7,226,304        |

*Proposal 2:* The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2016 was ratified by the shareholders by the votes set forth in the table below:

| For        | Against | Abstain |
|------------|---------|---------|
| 50,931,600 | 493,879 | 74,253  |

*Proposal 3:* The Company's executive compensation, as described in the Company's Proxy Statement, was approved by the non-binding advisory votes of the shareholders set forth in the table below:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 40,672,558 | 3,372,622 | 228,248 | 7,226,304        |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

EDGEWELL PERSONAL CARE  
COMPANY.

By: /s/ Sandra J. Sheldon  
Sandra J. Sheldon  
Chief Financial Officer

Dated: January 28, 2016