

MCCORMICK & CO INC  
Form 8-K  
May 24, 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): May 23, 2017

McCormick & Company, Incorporated  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Maryland  | 001-14920                | 52-0408290                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 18 Loveton Circle                        | 21152      |
| Sparks, Maryland                         |            |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (410) 771-7301

(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 (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))

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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 ☐

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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. "

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Item 5.02: Departures of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

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(d) On May 23, 2017, the Board of Directors of the Registrant elected W. Anthony Vernon to the Board of Directors of the Registrant. Mr. Vernon became a member of the Compensation Committee on the same date. Mr. Vernon is the retired Senior Advisor and Executive Director, and former Chief Executive Officer, of Kraft Foods Group, Inc.

There are no arrangements or understandings between Mr. Vernon and any other persons pursuant to which Mr. Vernon was selected as a director. Mr. Vernon will participate in the compensation arrangements for non-executive directors described on pages 14 and 15 of the Registrant's Definitive Proxy Statement that was filed with the Securities and Exchange Commission on February 16, 2017. There have been no transactions, nor are there any currently proposed transactions, to which the Registrant was or is to be a party and with which Mr. Vernon or any member of his immediate family had, or will have, a direct or indirect material interest.

#### 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.

MCCORMICK & COMPANY, INCORPORATED

By: /s/ Jeffery D. Schwartz  
Jeffery D. Schwartz  
Vice President, General Counsel and Secretary

Date: May 24, 2017