

STARBUCKS CORP  
Form 8-K  
March 28, 2011

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

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): March 23, 2011

**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.**

At the Annual Meeting of Shareholders of Starbucks Corporation (the Company) held on March 23, 2011 (the 2011 Annual Meeting), the Company's shareholders approved an amendment and restatement of the Starbucks Corporation 2005 Long-Term Equity Incentive Plan (the Plan). The Board of Directors of the Company (the Board of Directors) had previously adopted and approved the amended and restated Plan on December 16, 2010, subject to shareholder approval.

The amendments to the Plan include: (1) increasing the shares authorized for issuance under the Plan by 15,000,000 shares, (2) establishing a maximum term of 10 years for nonqualified stock options, (3) requiring future awards of restricted stock and restricted stock units to satisfy minimum vesting conditions, (4) extending the term of the Plan by 10 years, (5) revising the performance criteria for performance-based awards and (6) making certain other administrative changes. The foregoing summary of the Plan amendments is qualified in its entirety by reference to Appendix A to the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 28, 2011 (the Proxy Statement).

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

At the 2011 Annual Meeting, the Company's shareholders voted on (1) the election of 10 directors nominated by the Board of Directors to serve until the 2012 Annual Meeting of Shareholders and until their successors are elected and qualified, (2) an advisory resolution on executive compensation, (3) an advisory vote on the frequency of future advisory votes on executive compensation, (4) revised performance criteria under the Plan, (5) an amendment and restatement of the Plan, including an increase in the number of authorized shares under the Plan, (6) the ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending October 2, 2011 and (7) a shareholder proposal regarding a recycling strategy for beverage containers.

The table below sets forth the number of votes cast for and against (or, with respect to the advisory vote on the frequency of future advisory votes on executive compensation, the number of votes cast for one year, two years and three years), and the number of abstentions and broker non-votes, for each matter voted upon by the Company's shareholders.

|  | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| <b>Proposal 1: Election of Directors</b> |              |                  |             |                     |
| Howard Schultz                           | 526,794,946  | 16,915,714       | 530,354     | 111,207,037         |
| William W. Bradley                       | 540,109,843  | 3,629,747        | 501,424     | 111,207,037         |
| Melody Hobson                            | 540,027,444  | 3,687,987        | 525,583     | 111,207,037         |
| Kevin R. Johnson                         | 535,969,588  | 7,696,827        | 574,599     | 111,207,037         |
| Olden Lee                                | 513,942,757  | 29,367,510       | 930,747     | 111,207,037         |
| Sheryl Sandberg                          | 539,116,827  | 4,596,817        | 527,370     | 111,207,037         |
| James G. Shennan, Jr.                    | 530,694,712  | 12,954,466       | 591,836     | 111,207,037         |
| Javier G. Teruel                         | 531,885,087  | 11,790,450       | 565,477     | 111,207,037         |
| Myron E. Ullman, III                     | 531,887,160  | 11,751,245       | 602,609     | 111,207,037         |
| Craig E. Weatherup                       | 535,932,748  | 7,758,938        | 549,328     | 111,207,037         |

|  | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| <b>Proposal 2: Advisory resolution on executive compensation</b> | 532,393,404  | 10,734,225       | 1,113,385   | 111,207,037         |

|  | One<br>Year | Two<br>Years | Three<br>Years | Abstentions | Broker<br>Non-Votes |
|--|-------------|--------------|----------------|-------------|---------------------|
| <b>Proposal 3: Advisory vote on the frequency of future advisory votes on executive compensation</b> | 468,895,532 | 1,616,408    | 72,956,909     | 772,165     | 111,207,037         |

Based on the Board of Directors' recommendation in the Proxy Statement and the voting results with respect to the advisory vote on the frequency of future advisory votes on executive compensation, the Company has adopted a policy to hold an advisory vote on executive compensation annually.

|  | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| <b>Proposal 4: Revised performance criteria under the 2005 Long-Term Equity Incentive Plan</b> | 525,380,021  | 17,817,553       | 1,043,440   | 111,207,037         |

|  | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| <b>Proposal 5: Amendment and restatement of the 2005 Long-Term Equity Incentive Plan</b> | 468,941,241  | 74,318,362       | 981,411     | 111,207,037         |

|  | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| <b>Proposal 6: Ratification of independent registered public accounting firm</b> | 647,237,646  | 7,096,040        | 1,114,365   | 0                   |

|  | Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--|--------------|------------------|-------------|---------------------|
| <b>Proposal 7: Shareholder proposal regarding recycling strategy for beverage containers</b> | 35,903,461   | 407,720,919      | 100,616,634 | 111,207,037         |

**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: March 28, 2011

By: /s/ Troy Alstead  
Troy Alstead  
chief financial officer and chief administrative officer