

lululemon athletica inc.
Form 8-K
June 11, 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
June 6, 2018
Date of Report (Date of earliest event reported)

lululemon athletica inc.
(Exact name of registrant as specified in its charter)

Delaware 001-33608 20-3842867
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)
1818 Cornwall Avenue
Vancouver, British Columbia
Canada, V6J 1C7
(Address of principal executive offices, including Zip Code)
Registrant's telephone number, including area code: (604) 732-6124

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 lululemon athletica inc. 2018 Annual Meeting of Stockholders held on June 6, 2018, the matters on which the stockholders voted, in person or by proxy, were:

1. to elect three Class II directors to hold office for a three-year term and until their respective successors are elected and qualified;
2. to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending February 3, 2019;
3. to approve an amendment to our certificate of incorporation to provide authority to the board to adopt, amend or repeal bylaws;
4. to ratify the following bylaw amendments previously adopted by the Board, including:
 - A. to eliminate a conflict between two provisions regarding the location for annual stockholder meetings (adopted by the board on March 31, 2008);
 - B. to change the advance notice provisions for stockholder nominations and proposals (adopted by the board on March 25, 2009);
 - C. to authorize the board to utilize a co-chair leadership structure when appropriate (adopted by the board on September 9, 2014);
 - D. to provide for majority voting for director nominees in uncontested elections and implement procedures for incumbent directors who do not receive a majority vote (adopted by the board on June 3, 2015); and
 - E. to designate an exclusive forum for certain litigation (adopted by the board on June 3, 2015); and
5. to approve, on an advisory basis, the compensation of our named executive officers.

The results of the voting were as follows:

Election of Directors:

| Director | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------------|------------|---------------|-----------------|------------------|
| Martha AM Morfitt | 93,930,586 | 17,767,041 | 36,254 | 7,746,184 |
| Tricia Patrick | 93,733,220 | 17,964,231 | 36,430 | 7,746,184 |
| Emily White | 93,938,709 | 17,758,764 | 36,408 | 7,746,184 |

Each of the foregoing nominees was elected and each received more votes for than the votes cast against that nominee's election.

Ratification of Appointment of Independent Registered Public Accounting Firm:

| | Votes For | Votes Against | Votes Abstained |
|----------------------------|-------------|---------------|-----------------|
| PricewaterhouseCoopers LLP | 118,751,985 | 662,241 | 65,839 |

The foregoing proposal was approved.

Approval of Amendment to the Certificate of Incorporation:

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|---|-------------|---------------|-----------------|------------------|
| Amendment to the Certificate of Incorporation | 111,539,044 | 117,326 | 77,511 | 7,746,184 |

The foregoing proposal was approved.

Ratification of Bylaw Amendments Previously Adopted by the Board

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|--|-------------|---------------|-----------------|------------------|
| Elimination of a conflict between two provisions | 111,643,707 | 11,540 | 78,634 | 7,746,184 |

The foregoing proposal was approved.

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------------------------------|------------|---------------|-----------------|------------------|
| Change of advance notice provisions | 64,112,157 | 47,540,424 | 81,300 | 7,746,184 |

The foregoing proposal was approved.

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|--|-------------|---------------|-----------------|------------------|
| Authorization of a co-chair leadership structure | 111,591,008 | 96,451 | 46,422 | 7,746,184 |

The foregoing proposal was approved.

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|--|-------------|---------------|-----------------|------------------|
| Majority voting and procedures for incumbent directors | 111,628,731 | 36,907 | 68,243 | 7,746,184 |

The foregoing proposal was approved.

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|--|------------|---------------|-----------------|------------------|
| Designation of an exclusive forum for certain litigation | 83,337,087 | 28,311,474 | 85,320 | 7,746,184 |

The foregoing proposal was approved.

Approval, on an Advisory Basis, of Executive Compensation:

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------------|-------------|---------------|-----------------|------------------|
| Executive Compensation | 109,807,278 | 1,874,866 | 51,737 | 7,746,184 |

The foregoing proposal was approved.

SIGNATURES

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

lululemon athletica inc.

Dated: June 11, 2018 /s/ PATRICK J. GUIDO
Patrick J. Guido
Chief Financial Officer