

MILLER HERMAN INC  
Form 8-K  
October 09, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: October 6, 2014  
(Date of earliest event reported)  
HERMAN MILLER, INC.  
(Exact name of registrant as specified in its charter)

|   |                                    |  |
|---|------------------------------------|--|
| Michigan<br>(State or Other Jurisdiction of<br>incorporation) | 001-15141<br>(Commission File No.) | 38-0837640<br>(IRS Employer<br>Identification no.) |
|---|------------------------------------|--|

|   |                     |
|---|---------------------|
| 855 East Main Avenue<br>Zeeland, Michigan<br>(Address of Principal Executive Offices)<br>(616) 654-3000<br>(Registrant's Telephone Number, Including Area Code) | 49464<br>(Zip Code) |
|---|---------------------|

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 (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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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective October 6, 2014, the Board of Directors adopted an amendment to the Company's Bylaws, a copy of which is attached as Exhibit 3 to this Report. The Bylaws were amended to add a provision that, unless the Company provides otherwise, the local state and federal courts in Michigan (the location of the Company's headquarters and the jurisdiction in which the Company was formed) are the sole and exclusive forum for specific claims brought against the Company.

Item 5.07 Submission of Matters of a Vote of Security Holders

The annual meeting of the shareholders of the Company was held on October 6, 2014, at which:

(1) The following nominees were elected to serve three-year terms on the company's Board of Directors by the following votes:

|                  | Mary Vermeer<br>Andringa | J. Barry Griswell | Brian C. Walker |
|------------------|--------------------------|-------------------|-----------------|
| For              | 50,354,425               | 50,863,586        | 50,548,214      |
| Withheld         | 702,773                  | 193,612           | 508,984         |
| Broker non-votes | 3,607,191                | 3,607,191         | 3,607,191       |

The following individuals continued their service as Directors of the company: David A. Brandon, Douglas D. French, John R. Hoke, Lisa A. Kro, Heidi J. Manheimer, Dorothy A. Terrell, David O. Ulrich, and Michael A. Volkema.

(2) Ernst & Young LLP was approved as the company's independent auditors for the fiscal year ending May 30, 2015, by the following votes:

| Ratification of Independent Auditors |            |
|--------------------------------------|------------|
| For                                  | 53,901,048 |
| Against                              | 675,718    |
| Abstain                              | 87,623     |
| Broker non-votes                     | n/a        |

(3) The First Amendment to the 2011 Long-term Incentive Plan ("LTIP") was approved by the following votes:

| Approval of the First Amendment to the 2011 LTIP |            |
|--|------------|
| For  | 48,609,328 |
| Against  | 2,311,512  |
| Abstain  | 136,358    |
| Broker non-votes                                 | 3,607,191  |

(4) The compensation paid to the Company's named executive officers was approved on an advisory basis by the following votes:

| Approve, On an Advisory Basis, Executive Compensation |            |
|---|------------|
| For   | 50,441,432 |
| Against   | 420,473    |
| Abstain   | 195,293    |
| Broker non-votes                                      | 3,607,191  |

Item 9.01(d) Financial Statement and Exhibits

Exhibit 3 Amendment to the Company's Bylaws, adding new Article IX.

SIGNATURE

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 thereunto duly authorized.

Dated: October 9, 2014

HERMAN MILLER, INC.  
(Registrant)

By: /s/ Jeffrey M. Stutz  
Jeffrey M. Stutz  
Chief Accounting Officer (Principal Accounting  
Officer and Duly Authorized Signatory for Registrant)

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Exhibit 3

BYLAW AMENDMENT

The Company's Bylaws were amended to re-designate Article IX (Amendments) as Article X (Amendments) and further amended to add the following Article IX:

ARTICLE IX  
FORUM FOR ADJUDICATION OF DISPUTES

Unless the Corporation consents in writing to the selection of an alternative forum, the courts of the State of Michigan located in Ottawa County, Michigan, and the United States District Court for the Western District of Michigan shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation or the Corporation's shareholders, (c) any action asserting a claim arising pursuant to any provision of the Michigan Business Corporation Act, as may be amended from time to time, or (d) any action asserting a claim governed by the internal affairs doctrine.