

TUPPERWARE BRANDS CORP

Form 8-K

January 25, 2019

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, 2019

TUPPERWARE BRANDS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-11657

36-4062333

(Commission

(State or other jurisdiction of incorporation) File

(IRS Employer Identification No.)

Number)

14901 South Orange Blossom Trail,

32837

Orlando, Florida

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 407-826-5050

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

☐ 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. ☐

Item 5.02(d) Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 25, 2019, the Board of Directors (the “Board”) of Tupperware Brands Corporation (the “Company”) increased the number of directors to 13 members and elected Christopher D. O’Leary to serve as a director effective immediately. The Board determined that Mr. O’Leary satisfies the requirements of the New York Stock Exchange and the criteria of the Board to constitute an “independent” director. There were no arrangements or understandings pursuant to which Mr. O’Leary was selected or any relationships or related transactions between the Company and Mr. O’Leary of the type required to be disclosed under applicable Securities and Exchange Commission rules. Mr. O’Leary will serve as a member of the Board’s Audit, Finance and Corporate Responsibility Committee. Mr. O’Leary will participate in the compensation program for non-employee directors described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on March 28, 2018.

A copy of the Company’s press release announcing Mr. O’Leary’s election is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01(d) Financial Statements and Exhibits

Exhibit Number Description

Exhibit 99.1 Press release of Tupperware Brands Corporation dated January 25, 2019

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.

TUPPERWARE BRANDS CORPORATION
(Registrant)

Date: January 25, 2019 By: /s/ Karen M. Sheehan
Karen M. Sheehan
Executive Vice President, Chief Legal Officer &
Secretary