

Time Inc.  
Form 8-K  
June 09, 2016

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): June 7, 2016

TIME INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware                      001-36218    13-3486363  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation)              File Number) Identification No.)

225 Liberty Street  
New York, NY 10281  
(Address of Principal Executive Offices) (Zip Code)

(212) 522-1212  
(Registrant's telephone number, including area 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 7, 2016, at the annual meeting of stockholders (the “Annual Meeting”) of Time Inc. (the “Company”), the Company’s stockholders approved the Time Inc. 2016 Omnibus Incentive Compensation Plan (the “Plan”). A description of the Plan is set forth in the Company’s 2016 Proxy Statement (the “2016 Proxy Statement”) filed with the Securities and Exchange Commission on April 21, 2016 under the caption “Proposal No. 4: Approval of the Time Inc. 2016 Omnibus Incentive Compensation Plan,” and is incorporated herein by reference. The description of the Plan is qualified in its entirety by reference to the full text of such plan, which was included as Annex B to the 2016 Proxy Statement, and is incorporated herein by reference.

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

The Company held its Annual Meeting on June 7, 2016. At the Annual Meeting, the stockholders:

- elected all eleven Director nominees named in the 2016 Proxy Statement to the Company’s Board of Directors;
- ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2016;
- approved, on an advisory basis, the compensation of the Company’s executive officers named in the 2016 Proxy Statement; and
- approved the Plan.

The final results of the voting were as follows:

Proposal No. 1: Election of Directors

|                      | For        | Against   | Abstain | Broker Non-Votes |
|----------------------|------------|-----------|---------|------------------|
| Joseph A. Ripp       | 82,712,457 | 4,678,037 | 33,254  | 6,917,060        |
| David A. Bell        | 85,966,778 | 1,387,751 | 69,219  | 6,917,060        |
| John M. Fahey, Jr.   | 87,311,074 | 79,917    | 32,757  | 6,917,060        |
| Manuel A. Fernandez  | 87,273,883 | 113,811   | 36,054  | 6,917,060        |
| Dennis J. FitzSimons | 85,973,385 | 1,379,323 | 71,040  | 6,917,060        |
| Betsy D. Holden      | 85,996,405 | 1,359,180 | 68,163  | 6,917,060        |
| Kay Koplovitz        | 85,984,501 | 1,369,609 | 69,638  | 6,917,060        |
| J. Randall MacDonald | 87,277,664 | 111,072   | 35,012  | 6,917,060        |
| Ronald S. Rolfe      | 87,261,435 | 126,861   | 35,452  | 6,917,060        |
| Sir Howard Stringer  | 85,975,269 | 1,377,456 | 71,023  | 6,917,060        |
| Michael P. Zeisser   | 86,643,044 | 745,259   | 35,445  | 6,917,060        |

Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm

For Against Abstain  
94,089,851 154,016 96,941

Proposal No. 3: Advisory Vote to Approve Executive Compensation

For Against Abstain Broker Non-Votes  
81,647,635 5,704,329 71,784 6,917,060

Proposal No. 4: Approval of the Time Inc. 2016 Omnibus Incentive Compensation Plan

For Against Abstain Broker Non-Votes  
75,845,453 11,506,134 72,161 6,917,060

Item 9.01. Financial Statements and Exhibits.

Exhibit Description

- 10.1 Time Inc. 2016 Omnibus Incentive Compensation Plan (incorporated by reference to Annex B to the 2016 Proxy Statement filed with the Securities and Exchange Commission on April 21, 2016)
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SIGNATURE

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.

TIME INC.  
(Registrant)

By: /s/ Lawrence A. Jacobs  
Lawrence A. Jacobs  
Executive Vice President, General Counsel and Corporate Secretary

Date: June 9, 2016

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EXHIBIT INDEX

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