

FRANKLIN RESOURCES INC  
Form 8-K  
February 16, 2017

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): February 15, 2017

FRANKLIN RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware                      001-09318                      13-2670991  
(State or other jurisdiction(Commission File Number)(IRS Employer Identification No.)  
of incorporation)

One Franklin Parkway, San Mateo, California 94403  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (650) 312-2000

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 Arrangement of Certain Officers.

(c) On February 15, 2017, the Board of Directors of Franklin Resources, Inc. (the “Company”) took action to add Chief Operating Officer to Jennifer M. Johnson’s title. Effective as of February 15, 2017, Ms. Johnson’s title is President and Chief Operating Officer. Ms. Johnson, age 52, has served as President of the Company since December 31, 2016, and previously served as Co-President of the Company from October 2015 to such date. Prior to that, she served as Executive Vice President and Chief Operating Officer of the Company from March 2010 to September 2015, as Executive Vice President - Operations and Technology of the Company from December 2005 to March 2010, and as Senior Vice President and Chief Information Officer of the Company from May 2003 to December 2005. Ms. Johnson also has been an officer or director of certain subsidiaries of the Company for more than the past five years. She joined the company in 1988. Ms. Johnson is a sister of Gregory E. Johnson and Charles E. Johnson and a niece of Rupert H. Johnson, Jr. Gregory E. Johnson is the Chairman of the Board and Chief Executive Officer and a director of the Company, Rupert H. Johnson, Jr. is Vice Chairman and a director of the Company and Charles E. Johnson is a director of the Company.

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

On February 15, 2017, the Company held its annual meeting of stockholders (the “Annual Meeting”). The matters voted upon at the Annual Meeting and the final voting results were as follows:

To elect 10 directors to the Board of Directors of the Company (the “Board”) to hold office until the next annual meeting of stockholders or until that person’s successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

Each of the 10 nominees for director was elected, and the voting results are set forth below:

| Name of Director       | For         | Against    | Abstain   | Broker<br>Non-Votes |
|------------------------|-------------|------------|-----------|---------------------|
| Peter K. Barker        | 456,302,157 | 3,177,224  | 146,738   | 37,009,916          |
| Mariann Byerwalter     | 458,906,804 | 579,442    | 139,873   | 37,009,916          |
| Charles E. Johnson     | 442,533,723 | 16,483,024 | 609,372   | 37,009,916          |
| Gregory E. Johnson     | 450,887,273 | 6,284,418  | 2,454,428 | 37,009,916          |
| Rupert H. Johnson, Jr. | 443,456,714 | 15,609,605 | 559,800   | 37,009,916          |
| Mark C. Pigott         | 456,816,766 | 2,668,431  | 140,922   | 37,009,916          |
| Chutta Ratnathicam     | 456,038,675 | 3,441,922  | 145,522   | 37,009,916          |
| Laura Stein            | 455,105,238 | 4,382,857  | 138,024   | 37,009,916          |
| Seth H. Waugh          | 456,970,235 | 2,519,717  | 136,167   | 37,009,916          |
| Geoffrey Y. Yang       | 458,730,503 | 662,113    | 233,503   | 37,009,916          |

2. To hold an advisory vote to approve the compensation of the Company’s named executive officers.

| For         | Against    | Abstain | Broker<br>Non-Votes |
|-------------|------------|---------|---------------------|
| 446,469,448 | 12,865,109 | 291,562 | 37,009,916          |

3. To hold an advisory vote on the frequency of obtaining future advisory votes to approve the compensation of the Company’s named executive officers.

| 1 Year      | 2 Years   | 3 Years     | Abstain |
|-------------|-----------|-------------|---------|
| 190,476,566 | 1,264,040 | 267,594,961 | 290,552 |

In light of such vote, the Company has decided to include a stockholder vote on the compensation of its executives in its proxy materials every three years, until the next required vote on the frequency of stockholder votes on the compensation of executives.



4. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2017. The ratification of the appointment of PricewaterhouseCoopers LLP was approved, and the voting results are set forth below:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 492,761,140 | 3,768,218 | 106,677 |

5. To consider and vote on a stockholder proposal requesting a report from the Board on climate change and proxy voting.

This stockholder proposal was not approved, and the voting results are set forth below:

| For        | Against     | Abstain    | Broker<br>Non-Votes |
|------------|-------------|------------|---------------------|
| 19,101,185 | 403,979,084 | 36,545,850 | 37,009,916          |

6. To consider and vote on a stockholder proposal requesting a report from the Board on executive pay and proxy voting.

This stockholder proposal was not approved, and the voting results are set forth below:

| For        | Against     | Abstain    | Broker<br>Non-Votes |
|------------|-------------|------------|---------------------|
| 14,818,116 | 413,465,038 | 31,342,965 | 37,009,916          |

SIGNATURE

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

FRANKLIN RESOURCES, INC.

Date: February 15, 2017 /s/ Maria Gray  
Name: Maria Gray  
Title: Vice President and Secretary