

KOHLS Corp  
Form 8-K  
May 15, 2015

**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): May 14, 2015

**KOHL S CORPORATION**

(Exact name of registrant as specified in its charter)

Commission File Number: 001-11084

Wisconsin  
(State or other jurisdiction  
of incorporation)

39-1630919  
(IRS Employer  
Identification No.)

Edgar Filing: KOHLS Corp - Form 8-K

N56 W17000 Ridgewood Drive  
Menomonee Falls, Wisconsin 53051

(Address of principal executive offices)

(262) 703-7000

Registrant's telephone number, including area code:

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))

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

Kohl's Corporation (the Company) held its 2015 Annual Meeting of Shareholders (the 2015 Annual Meeting) on May 14, 2015. The following matters were voted upon at the 2015 Annual Meeting:

- (1) Proposal to elect the 9 individuals nominated by the Board of Directors to serve as directors for a one year term and until their successors are duly elected and qualified.

The results of the voting on this proposal were as follows:

|                       | For         | Against    | Abstain   | Broker<br>Non-Votes |
|-----------------------|-------------|------------|-----------|---------------------|
| Peter Boneparth       | 165,960,877 | 2,191,240  | 566,750   | 10,804,206          |
| Steven A. Burd        | 164,699,651 | 3,486,052  | 533,164   | 10,804,206          |
| Dale E. Jones         | 165,946,630 | 2,210,259  | 561,978   | 10,804,206          |
| Kevin Mansell         | 156,913,292 | 8,774,306  | 3,031,269 | 10,804,206          |
| John E. Schlifske     | 165,429,081 | 2,719,248  | 570,538   | 10,804,206          |
| Frank V. Sica         | 163,930,102 | 4,253,622  | 535,143   | 10,804,206          |
| Stephanie A. Streeter | 139,130,410 | 29,029,965 | 558,492   | 10,804,206          |
| Nina G. Vaca          | 164,573,892 | 3,613,996  | 530,979   | 10,804,206          |
| Stephen E. Watson     | 164,943,349 | 3,214,439  | 561,079   | 10,804,206          |

- (2) Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 30, 2016.

The results of the voting on this proposal are as follows:

|             |           |         |                  |
|-------------|-----------|---------|------------------|
| For         | Against   | Abstain | Broker Non-Votes |
| 172,772,439 | 6,198,618 | 552,016 | 0                |

Edgar Filing: KOHLS Corp - Form 8-K

- (3) Non-Binding Advisory Vote on the Compensation of the Company's Named Executive Officers.

The results of the voting on this proposal are as follows:

|             |           |         |                  |
|-------------|-----------|---------|------------------|
| For         | Against   | Abstain | Broker Non-Votes |
| 159,781,378 | 8,268,622 | 668,867 | 10,804,206       |

- (4) A shareholder proposal on the recovery of unearned management bonuses.

The results of the voting on this proposal are as follows:

|            |             |         |                  |
|------------|-------------|---------|------------------|
| For        | Against     | Abstain | Broker Non-Votes |
| 57,570,485 | 110,299,638 | 848,744 | 10,804,206       |

- (5) A shareholder proposal on proxy access.

The results of the voting on this proposal are as follows:

|             |            |         |                  |
|-------------|------------|---------|------------------|
| For         | Against    | Abstain | Broker Non-Votes |
| 123,112,243 | 44,956,400 | 650,224 | 10,804,206       |

**Item 8.01**

**Other Events**

On May 14, 2015, the Company issued a press release announcing events which took place in connection with the 2015 Annual Meeting. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01.**

**Financial Statements and Exhibits**

| <u>Exhibit No.</u> | <u>Description</u>               |
|--------------------|----------------------------------|
| 99.1               | Press Release dated May 14, 2015 |

**SIGNATURES**

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.

Dated: May 15, 2015

KOHL S CORPORATION

By :/s/ Richard D. Schepp

Richard D. Schepp

Senior Executive Vice President,

Human Resources, General Counsel

and Secretary

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>               |
|--------------------|----------------------------------|
| 99.1               | Press Release dated May 14, 2015 |