

LOGITECH INTERNATIONAL SA
Form 8-K
September 11, 2012

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: September 5, 2012

(Date of earliest event reported)

LOGITECH INTERNATIONAL S.A.

(Exact name of registrant as specified in its charter)

Commission File Number: 0-29174

Canton of Vaud, Switzerland
(State or other jurisdiction of

None
(I.R.S. Employer

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incorporation or organization)

Identification No.)

Logitech International S.A.

Apples, Switzerland

c/o Logitech Inc.

7600 Gateway Boulevard

Newark, California 94560

(Address of principal executive offices and zip code)

(510) 795-8500

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As described in Item 5.07 below, at the Annual General Meeting of Shareholders of Logitech International S.A. (Logitech or the Company), the Company's shareholders approved the amendment and restatement of the Company's 2006 Stock Incentive Plan (the Plan), to authorize seven million three hundred thousand (7,300,000) additional shares for issuance under the Plan, to improve the Company's corporate governance practices, and to implement other best practices.

The Plan is described in the Company's definitive proxy statement filed on July 24, 2012, as supplemented on August 10, 2012.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual General Meeting of Shareholders of the Company was held on September 5, 2012. At the meeting, shareholders voted on the following proposals and cast their votes as follows:

Proposal 1: Approval of the Annual Report, the Compensation Report, the consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2012

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 57,191,783 | 285,953 | 241,917 | 0 |
| 99.5% | 0.5% | N/A | N/A |

Proposal 2: Advisory vote on executive compensation

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 40,637,703 | 9,204,541 | 771,299 | 7,106,110 |
| 81.5% | 18.5% | N/A | N/A |

Proposal 3.1: Appropriation of retained earnings

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 57,225,897 | 278,078 | 215,679 | 0 |
| 99.5% | 0.5% | N/A | N/A |

Proposal 3.2: Distribution of capital contribution reserves

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 55,373,687 | 2,083,118 | 262,849 | 0 |
| 96.4% | 3.6% | N/A | N/A |

Proposal 4: Reduction of share capital by cancellation of repurchased shares

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 50,263,674 | 165,894 | 183,577 | 7,106,109 |
| 99.7% | 0.3% | N/A | N/A |

Proposal 5: Amendment and restatement of the 2006 Stock Incentive Plan, including an increase to the number of shares available for issuance under the Plan

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| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 39,517,428 | 10,629,174 | 466,544 | 7,106,108 |
| 78.8% | 21.2% | N/A | N/A |

Proposal 6: Authorization to exceed 10% holding of own share capital

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 26,985,779 | 11,071,715 | 266,707 | 7,106,110 |
| 70.9% | 29.1% | N/A | N/A |

Proposal 7: Release of the Board of Directors and Executive Officers from liability for activities during fiscal year 2012

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 43,060,701 | 1,707,956 | 660,024 | 0 |
| 96.2% | 3.8% | N/A | N/A |

Proposal 8: Decrease of the term of office for members of the Board of Directors

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 56,977,955 | 365,946 | 369,760 | 0 |
| 99.4% | 0.6% | N/A | N/A |

Proposal 9.1: Re-election of Mr. Erh-Hsun Chang

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 49,107,674 | 245,532 | 1,244,007 | 7,106,108 |
| 99.5% | 0.5% | N/A | N/A |

Proposal 9.2: Re-election of Mr. Kee-Lock Chua

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 48,944,995 | 388,942 | 1,263,986 | 7,106,108 |
| 99.2% | 0.8% | N/A | N/A |

Proposal 9.3: Election of Mr. Didier Hirsch

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 49,105,589 | 214,544 | 1,277,960 | 7,106,108 |
| 99.6% | 0.4% | N/A | N/A |

Proposal 10: Re-election of PricewaterhouseCoopers S.A. as Logitech's auditors and ratification of the appointment of PricewaterhouseCoopers LLP as Logitech's independent registered public accounting firm for fiscal year 2013

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 56,112,747 | 409,410 | 1,189,218 | 0 |
| 99.3% | 0.7% | N/A | N/A |

Under Swiss law, abstentions are not counted towards the calculation of the majority required for passage of the proposals.

Item 8.01 Other Events

With respect to the distribution approved under Proposal 3.2 described under Item 5.07 above (also referred to as a dividend in the Company's press releases and on the Investor Relations page of the Company's website), the Company has announced that the ex-dividend date (the first

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trading day without the right to receive the dividend payment) is Thursday, September 13, 2012, the record date is Monday, September 17, 2012 and the payment date is Tuesday, September 18, 2012. In order to be eligible to receive the one-time

distribution payment, Logitech shares must be purchased by the end of the official trading day on September 12, 2012. Information regarding the distribution can be found on the Investor Relations page of the Company's website.

Item 9.01 Financial Statements and Exhibits

| Exhibit No. | Description |
|------------------------|--|
| 10.1 | 2006 Stock Incentive Plan, as amended and restated on September 5, 2012 (incorporated by reference to Appendix A of the Company's definitive additional proxy soliciting materials, as filed with the Securities and Exchange Commission on August 10, 2012) |

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

Logitech International S.A.

/s/ Catherine Valentine
Catherine Valentine
Vice President, Legal, General Counsel and Corporate
Secretary

September 11, 2012

Exhibit Index

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|--------------------|--|
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