

TUPPERWARE BRANDS CORP

Form 8-K

February 20, 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) February 19, 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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 19, 2019, Antonio Monteiro de Castro informed the Board of Directors (the “Board”) of Tupperware Brands Corporation (the “Company” or “Registrant”) that he will not stand for re-election at the Company’s 2019 annual meeting of shareholders on May 22, 2019. Monteiro de Castro currently serves as the Chairperson of the Board’s Audit, Finance and Corporate Responsibility Committee and first joined the Board in 2010. He informed the Executive Chairman that his retirement is for personal reasons and not due to any disagreement with the Company. Monteiro de Castro joins David R. Parker, who will not be standing for re-election in accordance with the Board’s retirement policy. On February 20, 2019, the Board determined to reduce its size to 11 directors effective upon these retirements.

Also decided on February 20, 2019, Executive Chairman E.V. (Rick) Goings will retire from his employment position at the Company’s 2019 annual meeting of shareholders, but has been nominated by the Board to stand for re-election as a director.

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: February 20, 2019 By: /s/ Karen M. Sheehan
 Karen M. Sheehan
 Executive Vice President, Chief Legal Officer &
 Secretary