

Item 3.03 Material Modification to Rights of Security Holders

On February 7, 2018, Accenture plc (“Accenture”) held its 2018 annual general meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, Accenture’s shareholders approved an amendment to Accenture’s Articles of Association, which became effective February 7, 2018. Consistent with Irish law, the amendment permits Accenture to engage in certain transactions with its subsidiaries and affiliates, such as a merger, amalgamation or sale, lease or exchange of all or substantially all of its assets, without obtaining shareholder approval.

The amendment to Accenture’s Articles of Association is described in Accenture’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on December 15, 2017 (the “Proxy Statement”), and the description of the amendment included in the Proxy Statement is incorporated herein by reference as Exhibit 99.1. The description of the amendment to Accenture’s Articles of Association is qualified in its entirety by reference to the full text of the Amended and Restated Memorandum and Articles of Association, a copy of which is filed as Exhibit 3.1 hereto.

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

At the Annual Meeting, Accenture’s shareholders approved an amendment to the Amended and Restated Accenture plc 2010 Share Incentive Plan (as amended, the “Amended 2010 SIP”), which had previously been approved by the Board of Directors of Accenture (the “Board”), subject to shareholder approval.

The Amended 2010 SIP is substantially the same as the prior Amended and Restated Accenture plc 2010 Share Incentive Plan, except that it has been amended to authorize an additional 16 million shares.

The material terms of the Amended 2010 SIP are described in the Proxy Statement, and the description of the plan included in the Proxy Statement is incorporated herein by reference as Exhibit 99.2. The description of the Amended 2010 SIP is qualified in its entirety by reference to the full text of the Amended 2010 SIP, a copy of which is filed as Exhibit 10.1 hereto.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth above under Item 3.03 is hereby incorporated by reference into this Item 5.03.

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

On February 7, 2018, Accenture held its Annual Meeting. Accenture’s shareholders approved each of the following proposals considered at the Annual Meeting. The following chart sets forth the number and percentage of votes cast for and against, and the number of abstention votes and broker non-votes, with respect to each proposal voted upon by Accenture’s shareholders:

| | For | Against | Abstained | Broker Non-Votes |
|-------------------------------------------|--------------------|------------------|-----------|------------------|
| 1. To re-appoint the following directors: | | | | |
| Jaime Ardila | 469,255,093 99.90% | 460,366 0.10% | 1,145,579 | 51,047,542 |
| Charles H. Giancarlo | 441,864,648 94.07% | 27,849,408 5.93% | 1,146,982 | 51,047,542 |
| Herbert Hainer | 457,746,363 99.58% | 1,939,747 0.42% | 1,174,928 | 51,047,542 |
| Marjorie Magner | 465,935,666 99.19% | 3,808,973 0.81% | 1,116,399 | 51,047,542 |
| Nancy McKinstry | 466,414,199 99.30% | 3,307,929 0.70% | 1,138,910 | 51,047,542 |
| Pierre Nanterme | 451,771,392 96.67% | 15,546,947 3.33% | 3,542,699 | 51,047,542 |

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| | | | | | | |
|--------------------|-------------|--------|-----------|-------|-----------|------------|
| Gilles C. Pélisson | 465,352,317 | 99.07% | 4,352,763 | 0.93% | 1,155,958 | 51,047,542 |
| Paula A. Price | 467,609,634 | 99.55% | 2,112,000 | 0.45% | 1,139,404 | 51,047,542 |
| Arun Sarin | 467,427,624 | 99.52% | 2,259,017 | 0.48% | 1,174,397 | 51,047,542 |
| Frank K. Tang | 469,349,624 | 99.92% | 352,847 | 0.08% | 1,158,567 | 51,047,542 |
| Tracey T. Travis | 468,058,933 | 99.65% | 1,621,247 | 0.35% | 1,180,858 | 51,047,542 |

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| | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|-------------|--------|------------|-------|----------------------|
| To approve, in a non-binding vote, the | | | | | | |
| 2. | compensation of Accenture’s named executive officers | 445,456,601 | 95.10% | 22,945,769 | 4.90% | 2,458,668 51,047,542 |
| To approve an amendment to the Amended and Restated Accenture plc 2010 Share Incentive Plan to increase the number of shares available for issuance ⁽¹⁾ | | | | | | |
| 3. | | 448,790,679 | 95.31% | 21,056,662 | 4.69% | 1,013,697 51,047,542 |
| To ratify, in a non-binding vote, the appointment of KPMG LLP (“KPMG”) as Accenture’s independent auditors and to authorize, in a binding vote, the Audit Committee of the Board of Directors to determine KPMG’s remuneration | | | | | | |
| 4. | | 511,765,868 | 98.17% | 9,520,855 | 1.83% | 621,857 0 |
| To grant the Board the authority to issue shares under Irish law | | | | | | |
| 5. | | 516,329,328 | 99.12% | 4,566,898 | 0.88% | 1,012,354 0 |
| To grant the Board the authority to opt-out of pre-emption rights under Irish law | | | | | | |
| 6. | | 518,860,084 | 99.60% | 2,084,491 | 0.40% | 964,005 0 |
| To determine the price range at which Accenture can re-allot shares that it acquires as treasury shares under Irish law | | | | | | |
| 7. | | 515,284,046 | 98.92% | 5,638,109 | 1.08% | 986,425 0 |
| To approve an internal merger transaction | | | | | | |
| 8. | | 469,263,188 | 99.92% | 389,561 | 0.08% | 1,208,289 51,047,542 |
| To amend Accenture’s Articles of Association to no longer require shareholder approval of certain internal transactions | | | | | | |
| 9. | | 467,364,069 | 99.49% | 2,375,484 | 0.51% | 1,121,485 51,047,542 |

Percentages in chart may not total due to rounding.

(1)As noted in the Proxy Statement, under NYSE rules, abstentions count as a vote “against” the proposal.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit
No.

Description

3.1 Amended and Restated Memorandum and Articles of Association

10.1 Amended and Restated Accenture plc 2010 Share Incentive Plan

99.1 The section entitled “Proposal 9 - Approve an Amendment to the Company’s Articles of Association to No Longer Require Shareholder Approval of Certain Internal Transactions” included in the Proxy Statement is incorporated herein by reference

99.2 The section entitled “Proposal 3 - Approval of Amendment to the Amended and Restated Accenture plc 2010 Share Incentive Plan” included in the Proxy Statement is incorporated herein by reference

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.

Date: February 7, 2018 ACCENTURE PLC

By: /s/ Joel Unruch
Name: Joel Unruch
Title: Corporate Secretary