

AVON PRODUCTS INC  
Form 8-K  
March 19, 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): March 18, 2019

Avon  
Products,  
Inc.  
(Exact  
name of  
registrant  
as  
specified  
in  
charter)

New York	1-4881	13-0544597
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Building 6, Chiswick Park  
London W4 5HR  
United Kingdom  
(Address of principal executive offices) (Zip Code)  
+44-1604-232425  
(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:

---

Page 2 of 29

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

On March 18, 2019, Avon Products, Inc. (the "Company") filed a Restated Certificate of Incorporation with the Department of State of the State of New York that amended and restated the Company's Certificate of Incorporation to 1) amend the definition of "Revolving Credit Agreement" ("RCA"), as defined therein, to appropriately reference the Company's current RCA; and 2) to add appropriate headings and paragraph numbers to the Preferred Stock sections.

A Copy of the Restated Certificate of Incorporation is attached to this Form 8-K as Exhibit 3.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3.1 Restated Certificate of Incorporation of Avon Products, Inc., filed with the Secretary of State of the State of New York on March 18, 2019.

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.

AVON PRODUCTS, INC.  
(Registrant)

By: /s/Ginny Edwards  
Name: Ginny  
Edwards  
Title: Vice  
President and  
Corporate  
Secretary

Date: March 19, 2019

---

EXHIBIT INDEX

ExhibitNo. Description

3.1 Restated Certificate of Incorporation of Avon Products, Inc., filed with the Secretary of State of the State of New York on March 18, 2019.