

Section 1: 8-K (KENNETH I. CHENAULT RETIREMENT FROM P&G BOARD OF DIRECTORS)

**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)

December 27, 2018

THE PROCTER & GAMBLE COMPANY

(Exact name of registrant as specified in its charter)

<u>Ohio</u> (State or other jurisdiction of incorporation)	<u>1-434</u> (Commission File Number)	<u>31-0411980</u> (IRS Employer Identification Number)
<u>One Procter & Gamble Plaza, Cincinnati, Ohio</u> (Address of principal executive offices)		<u>45202</u> Zip Code
<u>(513) 983-1100</u> (Registrant's telephone number, including area code)		<u>45202</u> Zip Code

- 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.

OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On December 26, 2018, Kenneth I. Chenault notified The Procter & Gamble Company (the "Company") of his decision to retire from the Company's Board of Directors effective February 13, 2019. Mr. Chenault made this decision in order to allow more time to focus on a range of activities in the next phase of his life.

The Company is filing this 8-K pursuant to Item 5.02(b), "Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers."

SIGNATURE

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.

THE PROCTER & GAMBLE COMPANY

BY: /s/ Sandra T. Lane
Sandra T. Lane
Assistant Secretary
December 27, 2018

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