

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 4, 2014

Emerson Electric Co.

(Exact Name of Registrant as Specified in Charter)

Missouri

(State or Other Jurisdiction of Incorporation)

1-278

(Commission  
File Number)

43-0259330

(I.R.S. Employer Identification Number)

8000 West Florissant Avenue  
St. Louis, Missouri

(Address of Principal Executive Offices)

63136

(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000

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.**

(d) On February 4, 2014, the Board of Directors of Emerson Electric Co. (the "Company") elected Candace Kendle, retired Chairman and Chief Executive Officer of Kendle International Inc., as a Director of the Company. She will stand for election at the Company's 2015 Annual Meeting of Stockholders. Dr. Kendle was also appointed to serve as a member of the Corporate Governance and Nominating Committee and the Finance Committee.

Dr. Kendle will be compensated on the same basis as all other non-management Directors of the Company, as described under "Director Compensation" in the Company's Proxy Statement for its 2014 Annual Meeting of Stockholders (the "Proxy Statement"). This includes an award of 1,964 shares of restricted stock, representing the \$125,000 restricted stock portion of the annual retainer payable to all non-management directors.

A copy of the February 4, 2014 press release announcing Dr. Kendle's election is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

The final results for each of the matters submitted to a vote of stockholders at the Company's 2014 Annual Meeting of Stockholders held on February 4, 2014 are as follows:

*Proposal 1:* The six Directors named in the Proxy Statement were elected by the stockholders, by the votes set forth in the table below:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
D. N. Farr	488,649,596	14,995,433	101,296,118
H. Green	470,842,280	32,802,749	101,296,118
C. A. Peters	476,755,742	26,889,287	101,296,118
J. W. Prueher	493,142,583	10,502,446	101,296,118
A. A. Busch	489,526,925	14,118,104	101,296,118
J. S. Turley	493,657,146	9,987,883	101,296,118

*Proposal 2:* The Company's executive compensation as described in the Proxy Statement was approved by the non-binding advisory votes of the stockholders set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
482,407,649	15,782,717	5,454,663	101,296,118

*Proposal 3:* The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2014 was ratified by the stockholders, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
597,370,683	5,260,478	2,309,986

*Proposal 4:* The stockholder proposal requesting the issuance of a sustainability report as described in the Proxy Statement was not approved by the stockholders, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
158,110,178	257,174,579	88,360,272	101,296,118

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*Proposal 5:* The stockholder proposal requesting issuance of a political contributions report as described in the Proxy Statement was not approved by the stockholders, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
201,900,933	224,218,675	77,525,421	101,296,118

*Proposal 6:* The stockholder proposal requesting issuance of a lobbying report as described in the Proxy Statement was not approved by the stockholders, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
177,851,313	248,990,720	76,802,996	101,296,118

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
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99.1	Press release dated February 4, 2014.
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**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.

Date: February 5, 2014

EMERSON ELECTRIC CO.  
(Registrant)  
By: /s/ John G. Shively  
John G. Shively  
Assistant General Counsel  
and Assistant Secretary



## news release

For immediate release

Media contact:  
Mark Polzin, 314.982.1758

### **EMERSON NAMES DR. CANDACE KENDLE TO BOARD OF DIRECTORS**

ST. LOUIS, February 4, 2014 - Candace Kendle, retired chairman and chief executive officer of Kendle International Inc., has been elected to Emerson's (NYSE:EMR) board of directors, Chairman and CEO David N. Farr announced today.

Dr. Kendle co-founded Kendle International Inc., a global clinical research organization that provides a wide range of services to the global biopharmaceutical industry. She served as its chairman and CEO from 1981 to 2011, growing Kendle International into a \$450-million public company and a leader in its industry, prior to its acquisition by INC Research in 2011. Before founding Kendle International, she held faculty positions with a number of leading universities, including the University of Cincinnati College of Pharmacy, the University of Pennsylvania School of Medicine, and the University of North Carolina School of Medicine and School of Pharmacy.

"We are pleased that Dr. Kendle will be joining the board and we look forward to her contributions and the benefits to Emerson that her keen insights and strong global business experience will bring us," said Farr.

Throughout her career, Kendle has been active with civic, educational, and professional organizations. In 2008, she founded ReadAloud.org, a non-profit organization aimed at improving childhood literacy by making reading aloud for fifteen minutes per day the standard in childcare.

Dr. Kendle is a director of United Parcel Service (UPS), serving on the company's Audit Committee and as a healthcare expert to the board. Dr. Kendle also previously served on the

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board of directors of H. J. Heinz Company, and was a member of its Audit Committee and Corporate Governance Committee. Additionally, she has served on the boards of such organizations as the University of Cincinnati Foundation, the Harvard Business School Alumni Association, and the National Underground Railroad Freedom Center of the Smithsonian Institution.

Dr. Kendle holds a doctorate in pharmacy from the University of Cincinnati, and completed her post-doctoral training at the Cincinnati Children's Hospital Medical Center and the University of North Carolina School of Public Health.

She will serve on the Emerson Board's Corporate Governance and Nominating Committee and Finance Committee.

#### **About Emerson**

Emerson (NYSE: EMR), based in St. Louis, Missouri (USA), is a global leader in bringing technology and engineering together to provide innovative solutions for customers in industrial, commercial, and consumer markets around the world. The company comprises five business segments: Process Management, Industrial Automation, Network Power, Climate Technologies, and Commercial & Residential Solutions. Sales in fiscal 2013 were \$24.7 billion. For more information, visit [www.Emerson.com](http://www.Emerson.com).

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