

**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): **May 17, 2018**

**Hasbro, Inc.**

(Exact name of registrant as specified in its charter)

**Rhode Island**

(State or other jurisdiction  
of incorporation)

**1-6682**

(Commission File Number)

**05-0155090**

(IRS Employer  
Identification No.)

**1027 Newport Ave., Pawtucket, Rhode  
Island**

(Address of principal executive offices)

**02861**

(Zip Code)

Registrant's telephone number, including area code: **(401) 431-8697**

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))

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.

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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 5.07 Submission of Matters to a Vote of Security Holders.

On May 17, 2018, Hasbro, Inc. (the “Company”) held its 2018 Annual Meeting of Shareholders (the “Annual Meeting”). As of the record date of March 21, 2018, there were 125,050,769 shares of common stock outstanding and entitled to notice of and to vote at the Annual Meeting. Of the record date shares, 112,514,473 shares of common stock were represented at the meeting. The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

##### *Proposal 1 – Election of Directors*

Shareholders approved the election of twelve directors to serve for one-year terms expiring at the 2019 Annual Meeting, and until their successors are duly elected and qualified. The voting results for this proposal were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Kenneth A. Bronfin	100,394,807	440,247	122,469	11,556,950
Michael R. Burns	100,715,122	118,193	124,208	11,556,950
Hope F. Cochran	100,721,505	118,739	117,279	11,556,950
Crispin H. Davis	100,346,070	483,302	128,151	11,556,950
Lisa Gersh	100,402,177	438,129	117,217	11,556,950
Brian D. Goldner	98,924,978	1,692,960	339,585	11,556,950
Alan G. Hassenfeld	100,515,864	305,224	136,435	11,556,950
Tracy A. Leinbach	100,517,548	318,024	121,951	11,556,950
Edward M. Philip	98,782,058	2,042,098	133,367	11,556,950
Richard S. Stoddart	100,717,603	111,501	128,419	11,556,950
Mary Beth West	100,754,165	86,409	116,949	11,556,950
Linda K. Zecher	100,423,220	400,660	133,643	11,556,950

##### *Proposal 2 – Advisory Vote to Approve the Compensation of the Company’s Named Executive Officers*

Shareholders approved, on an advisory basis, the compensation for the Company’s Named Executive Officers, as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of the Company’s 2018 Annual Meeting Proxy Statement. The voting results for this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
97,762,873	2,421,570	773,080	11,556,950

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*Proposal 3 - Ratification of the Selection of KPMG LLP as Independent Registered Public Accounting Firm for Fiscal Year 2018*

Shareholders ratified the appointment of KPMG LLP to serve as the Company's independent registered public accountants for its 2018 fiscal year. The voting results for this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
109,971,298	2,408,765	134,410

*Proposal 4 – Shareholder Proposal-Proposed Amendments to the Company's Clawback Policy*

Shareholders did not approve a shareholder proposal that was submitted to the Company and that recommended amendments to the Company's Clawback Policy. The voting results on this shareholder proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
43,911,225	56,412,207	634,091	11,556,950

**Item 8.01 Other Events.**

On May 17, 2018 the Company issued a press release announcing that the Board of Directors had (i) authorized the Company to repurchase an additional \$500 million of its common stock and (ii) had declared a quarterly cash dividend of \$.63 per common share, the dividend to be payable on August 15, 2018 to shareholders of record on August 1, 2018. A copy of the press release is attached as exhibit 99.1 to this Current Report on Form 8-K.

Repurchases of the Company's common stock may be made from time to time, subject to market conditions. These shares may be purchased in the open market or through privately negotiated transactions. The Company has no obligation to repurchase shares under the authorization, and the timing, actual number of and value of shares that are repurchased will depend on a number of factors, including the price of the Company's common stock and the Company's other uses of funds. The Company may suspend or discontinue the repurchase program at any time.

**Item 9.01 Exhibits.**

(d) Exhibits

99.1 [Hasbro, Inc. Press Release, dated May 17, 2018.](#)

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**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.

HASBRO, INC.

By: /s/ Deborah Thomas  
Name: Deborah Thomas  
Title: Executive Vice President and Chief Financial Officer  
(Duly Authorized Officer and Principal Financial Officer)

Date: May 21, 2018

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Hasbro, Inc. Press Release, dated May 17, 2018.</a>

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For Immediate Release

## **Hasbro Announces Additional \$500 Million Share Repurchase Authorization & Quarterly Cash Dividend on Common Shares**

Pawtucket, R.I., May 17, 2018 -- **Hasbro, Inc.** (NASDAQ: HAS) today announced that its Board of Directors has authorized the Company to repurchase an additional \$500 million of its common stock. At the end of the first quarter, \$139.2 million remained available in the current share repurchase authorization.

Additionally, the Company's Board of Directors has declared a quarterly cash dividend of \$0.63 per common share. The dividend will be payable on August 15, 2018 to shareholders of record at the close of business on August 1, 2018.

"Hasbro is committed to strategically investing in our business for long-term profitable growth and returning excess cash to our shareholders. The Board's additional \$500 million stock authorization reaffirms this commitment and demonstrates confidence in the future value of Hasbro's strategy," said Deb Thomas, Hasbro's Chief Financial Officer. "Hasbro is executing from a healthy financial position, with an operating cash flow target of \$600-700 million this year and a solid balance sheet."

Over the past ten years, the Company has returned \$4.4 billion to shareholders through its dividend and share repurchase programs.

Repurchases of the Company's common stock may be made from time to time, subject to market conditions. These shares may be purchased in the open market or through privately negotiated transactions. Hasbro has no obligation to repurchase shares under the authorization, and the timing, actual number and value of shares which are repurchased will depend on a number of factors, including the price of the Company's common stock. The Company may suspend or discontinue the repurchase program at any time.

### **About Hasbro**

Hasbro (NASDAQ: HAS) is a global play and entertainment company committed to Creating the World's Best Play Experiences. From toys and games to television, movies, digital gaming and consumer products, Hasbro offers a variety of ways for audiences to experience its iconic brands, including NERF, MY LITTLE PONY, TRANSFORMERS, PLAY-DOH, MONOPOLY, BABY ALIVE and MAGIC: THE GATHERING, as well as premier partner brands. Through its entertainment labels,

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Allspark Pictures and Allspark Animation, the Company is building its brands globally through great storytelling and content on all screens. Hasbro is committed to making the world a better place for children and their families through corporate social responsibility and philanthropy. Hasbro ranked No. 5 on the 2018 100 Best Corporate Citizens list by CR Magazine and has been named one of the World's Most Ethical Companies® by Ethisphere Institute for the past seven years. Learn more at [www.hasbro.com](http://www.hasbro.com), and follow us on Twitter (@Hasbro & @HasbroNews) and Instagram (@Hasbro).

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