

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: March 8, 2019
(Date of earliest event reported)



KIMBERLY-CLARK CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-225
(Commission file number)

39-0394230
(I.R.S. Employer Identification No.)

P.O. Box 619100, Dallas, Texas
(Address of principal executive offices)

75261-9100
(Zip code)

Registrant's telephone number, including area code: (972) 281-1200

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 (§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 8.01 Other Events.

On March 8, 2019, the Corporation announced that S. Todd Maclin and Dunia A. Shive have been nominated for election to the Corporation's Board of Directors at the Corporation's 2019 Annual Meeting of Stockholders to be held on May 2, 2019. Current directors John F. Bergstrom and James M. Jenness will not stand for re-election to the Board when their terms expire at the Annual Meeting. Mr. Bergstrom and Mr. Jenness will continue to serve as directors until the Annual Meeting.

The successful elections of Mr. Maclin and Ms. Shive, along with the retirements of Mr. Bergstrom and Mr. Jenness, would maintain the Board's current size of fourteen members. A copy of the press release announcing the nominations is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[Exhibit No. 99.1. Press release issued by Kimberly-Clark Corporation on March 8, 2019 regarding new director nominees.](#)

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.

KIMBERLY-CLARK CORPORATION

Date: March 8, 2019

By: /s/ Grant B. McGee

Grant B. McGee
Vice President and Secretary

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**Kimberly-Clark Announces Nomination of Todd Maclin and
Dunia Shive to Board of Directors**

DALLAS, March 8, 2019 - Kimberly-Clark Corporation (NYSE: KMB) announced that S. Todd Maclin and Dunia A. Shive have been nominated for election to its Board of Directors at the company's 2019 Annual Meeting of Shareholders on May 2, 2019. Current board members John F. Bergstrom and James M. Jenness will be retiring in 2019.

Mr. Maclin had a 37-year career at JPMorgan Chase & Co. and its predecessor banks, where he rose to Chairman of Chase Commercial and Consumer Banking in 2013 and served on the company's Operating Committee. Mr. Maclin currently serves on The University of Texas Development Board, the Advisory Council for McCombs Graduate School of Business, the Executive Committee of The University of Texas Chancellor's Council, the board of visitors of UT Southwestern Health System, the Steering Committee for the O'Donnell Brain Institute for UT Southwestern, and the board of Southwestern Medical Foundation and a member of its Investment Committee. Mr. Maclin also serves on the board of directors of RRH Corporation, the parent company of Hunt Consolidated, Inc.

Ms. Shive brings extensive media experience from her background as Senior Vice President of TEGNA Inc., formerly Gannett Co., Inc., a broadcast and digital media company, from 2013 to 2017. She previously served as President and Chief Executive Officer of Belo Corp. from 2008 to 2013, which was acquired by Gannett in 2013. She joined Belo Corp. in 1993 and served as Chief Financial Officer and various other leadership positions prior to her election as President and Chief Executive Officer. She previously served on the board of directors for Dr Pepper Snapple Group, Inc. until July 2018 and currently serves on the board of directors for Trinity Industries, Inc., and as a Trustee for Parks of Downtown Dallas.

"We are excited about our plan to add Todd and Dunia to the board," said Thomas J. Falk, Executive Chairman of Kimberly-Clark. "Todd has deep finance and consumer experience, having led the consumer division of the largest bank in the U.S., and Dunia brings a valuable perspective from leadership roles in major media companies that offer marketing solutions across digital and traditional media platforms. Todd and Dunia will bring significant leadership perspective and capabilities as we execute our growth agenda."

Falk added, "John and Jim have both made significant contributions to our board, strategy and culture over their tenures. I want to thank them for their extensive commitment to our company and our shareholders."

About Kimberly-Clark

Kimberly-Clark (NYSE: KMB) and its trusted brands are an indispensable part of life for people in more than 175 countries. Fueled by ingenuity, creativity, and an understanding of people’s most essential needs, we create products that help individuals experience more of what’s important to them. Our portfolio of brands, including Huggies, Kleenex, Scott, Kotex, Cottonelle, Poise, Depend, Andrex, Pull-Ups, GoodNites, Intimus, Neve, Plenitud, Viva and WypAll, hold the No. 1 or No. 2 share position in 80 countries. We use sustainable practices that support a healthy planet, build stronger communities, and ensure our business thrives for decades to come. To keep up with the latest news and to learn more about the company's 147-year history of innovation, visit kimberly-clark.com or follow us on Facebook or Twitter.

Important Additional Information

The Company, its directors, and certain executive officers may be deemed to be participants in a solicitation of proxies from the Company’s shareholders at its 2019 Annual Meeting of Shareholders in connection with the director nominations disclosed above. Information regarding the Company’s directors and executive officers and their respective interests in the Company, by security holdings or otherwise, is set forth in the Company’s Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission (the “SEC”) on March 8, 2019, and other reports filed by the Company and ownership forms filed by the directors and executive officers with the SEC. The Company urges its shareholders to carefully read the Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders, and any other relevant documents filed by the Company with the SEC, when available because they will contain important information. Shareholders may obtain free copies of the materials referenced above at www.sec.gov or www.kimberly-clark.com.

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