# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 8-K/A

## **CURRENT REPORT** Pursuant to Section 13 or 15(d) of the **Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 24, 2015

# **McCormick & Company, Incorporated**

(Exact name of registrant as specified in its charter)

	Maryland	001-14920	52-0408290
	(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
	18 Loveton Circle		24452
Sparks, Maryland			21152
	(Address of principal executive offices)		(Zip Code)
	Registrant's	's telephone number, including area code: <b>(410) 771-730</b>	01
	(Fe	former name or former address, if changed since last report.)	
	k the appropriate box below if the Form 8-K filing sions (see General Instruction A.2. below):	is intended to simultaneously satisfy the filing obligation	on of the registrant under any of the following
	Written communications pursuant to Rule 425 une	der 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 240.14	4d-2(b))

#### EXPLANATORY NOTE

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

McCormick & Company, Incorporated filed a Current Report on Form 8-K on December 1, 2015 (the "Original 8-K"). This Amendment to the Original 8-K is filed solely to correct a submission error that inadvertently resulted in the Original 8-K appearing on EDGAR only under Items 7.01 and 9.01 of Form 8-K. The text and exhibits of the Original 8-K are otherwise unchanged and appear below and attached hereto.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 24, 2015, the Board of Directors (the "Board") of McCormick & Company, Incorporated ("McCormick") appointed Lawrence E. Kurzius as President and Chief Executive Officer of McCormick effective February 1, 2016. Mr. Kurzius has served as President and Chief Operating Officer since January 5, 2015. Mr. Kurzius will replace Alan D. Wilson, who will step down from his role as Chief Executive Officer effective February 1, 2016. Mr. Wilson will continue thereafter as Executive Chairman of the Board. In addition, on November 24, 2015, the Board voted to increase its size from ten to

eleven members and elected Mr. Kurzius as a director with immediate effect. As an employee of the Company, Mr. Kurzius will not serve on any Board Committees.

Mr. Kurzius joined McCormick in 2003 and has held roles of increasing responsibility since that time, including: President and Chief Operating Officer (January 2015 to present), President – Global Consumer (2013 to present), President – Global Consumer and Chief Administrative Officer (2013 to 2015), and President - McCormick International (2008 to 2013). Prior to joining McCormick, Mr. Kurzius was the CEO of Zatarain's where he worked for 12 years until Zatarain's was acquired by McCormick. Mr. Kurzius has been a member of the McCormick Management Committee since 2007.

Effective February 1, 2016, Mr. Kurzius will receive an annual base salary of \$900,000 in connection with his new position. Mr. Kurzius will participate in McCormick's annual cash management incentive bonus program with a target award level equal to 120% of his annual base salary and a maximum award level equal to 240% of his annual base salary. Mr. Kurzius also will participate in McCormick's long-term equity incentive compensation program at a level commensurate with his new position and on the same timing as other executive officers. Mr. Kurzius will continue to participate in the other components of McCormick's executive compensation program, including various retirement and savings plans, health and welfare programs, and other benefits, which are described in McCormick's 2015 Proxy Statement.

There was no arrangement or understanding between Mr. Kurzius and any other persons pursuant to which Mr. Kurzius was elected as a director or officer, and there are no related party transactions involving Mr. Kurzius that are reportable under Item 404(a) of Regulation S-K.

#### Item 7.01 Regulation FD Disclosure.

McCormick issued a press release on December 1, 2015 announcing the election and appointment of Mr. Kurzius and the changes to Mr. Wilson's role. A copy of this press release is furnished as Exhibit 99.1 to this report.

#### Item 9.01 Financial Statements and Exhibits.

The exhibits to this Current Report on Form 8-K are listed on the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

#### **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.

McCORMICK & COMPANY, INCORPORATED

By:	/s/ Jeffery D. Schwartz
_	Jeffery D. Schwartz
	Vice President, General Counsel and Secretary

Date: December 1, 2015

#### **EXHIBIT INDEX**

Exhibit Number	<u>Description</u>
99.1	Copy of press release labeled "Lawrence Kurzius promoted to McCormick Chief Executive Officer; Alan Wilson to continue as Executive Chairman of the Board"



FOR IMMEDIATE RELEASE

# Lawrence Kurzius promoted to McCormick Chief Executive Officer; Alan Wilson to continue as Executive Chairman of the Board

SPARKS, Md., December 1, 2015 – The Board of Directors of McCormick & Company, Incorporated (NYSE: MKC), a global leader in flavor, today announced the promotion of Lawrence E. Kurzius to President and Chief Executive Officer (CEO) for the company effective February 1, 2016. Alan D. Wilson will continue to serve as Executive Chairman of the Board. Mr. Kurzius was elected to the company's board of directors on November 24, 2015.

Mr. Wilson served as Chairman, President and CEO for over eight years where he was responsible for McCormick's worldwide business which now generates over \$4.2 billion in annual sales. In January, Wilson transitioned responsibility for the company's global operations to Kurzius who served as President and COO prior to his promotion to President and CEO.

"Alan has been a tremendous leader for McCormick since 2007. He's been the driving force behind the company's financial success. During his tenure as CEO, sales grew more than \$1 billion to over \$4.2 billion and market capitalization for the company doubled. Mr. Wilson personally championed innovation and major growth initiatives that allowed the company to outperform its peers. But the most impressive accomplishment was his passion for preserving the unique culture of this remarkable company. He truly believes in the power of people" said Michael D. Mangan, the lead director of the McCormick board.

Mr. Wilson and Mr. Kurzius have had a very successful partnership working closely together on major initiatives. Mr. Kurzius has been a key leader for McCormick for the past 12 years and has served as a member of the Management Committee since 2007. Prior to joining McCormick, he was the CEO for Zatarain's where he worked for over 12 years until the company was purchased by McCormick. He also held marketing positions with Uncle Ben's, a division of Mars Inc. and the Quaker Oats Company.

"I am extremely proud of what we've been able to accomplish at McCormick. Our Management Team is comprised of the best talent in the industry. We've been able to deliver consistent results for our investors and over 10,000 employees around the world and I look forward to continuing to work with them in my new role. I am particularly excited about my successor Lawrence Kurzius. He has a proven track record of delivering results and he understands and values the importance of continuing to grow the company while ensuring that McCormick remains a great place to work" said Alan Wilson.

"I am truly honored and excited about the opportunity to lead this great company. I'd like to personally thank Alan for his continued service to McCormick and his personal mentorship. The future for

McCormick is very promising and I look forward to working with all of our employees around the world" said Lawrence Kurzius, McCormick's new President and CEO.

#### **About McCormick**

McCormick & Company, Incorporated is a global leader in flavor. With \$4.2 billion in annual sales, the company manufactures, markets and distributes spices, seasoning mixes, condiments and other flavorful products to the entire food industry – retail outlets, food manufacturers and foodservice businesses. Every day, no matter where or what you eat, you can enjoy food flavored by McCormick. *McCormick Brings Passion to Flavor*<sup>TM</sup>.

For more information, visit www.mccormickcorporation.com

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#### For information contact:

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