

Zoetis Inc.
Form 8-K
April 25, 2016

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): April 25, 2016 (April 22, 2016)

Zoetis Inc.
(Exact name of registrant as specified in its charter)

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|---|-----------------------------|---|
| Delaware | 001-35797 | 46-0696167 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

100 Campus Drive, Florham Park, NJ 07932
(Address of principal executive offices) (Zip Code)

(973) 822-7000
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if changed since last report)

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 communication 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))
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Item 8.01. Other Events.

On April 22, 2016, Zoetis Inc. (the “Company”) received notice from Pershing Square Capital Management, L.P. and certain of its affiliates (collectively, “Pershing Square”) that Pershing Square would not be exercising its option to have Mr. William Doyle serve on the Company’s Board of Directors through the 2017 Annual Shareholders Meeting as set forth in the Letter Agreement (the “Letter Agreement”) dated as of February 3, 2015, among the parties thereto, and that Mr. Doyle’s term would accordingly expire at the Company’s 2016 Annual Shareholders Meeting pursuant to the terms of the Letter Agreement.

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, thereunto duly authorized.

ZOETIS INC.

By: /s/ HEIDI C. CHEN

Name: Heidi C. Chen

Title: Executive Vice President,
General Counsel and Corporate Secretary

Dated: April 25, 2016