

**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): November 6, 2020

**MANPOWERGROUP INC.**

(Exact name of registrant as specified in its charter)

<b>Wisconsin</b> (State or other jurisdiction of incorporation)	<b>1-10686</b> (Commission File Number)	<b>39-1672779</b> (IRS Employer Identification No.)
<b>100 Manpower Place Milwaukee, Wisconsin</b> (Address of principal executive offices)		<b>53212</b> (Zip Code)

Registrant's telephone number, including area code: (414) 961-1000

(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 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value	MAN	New York Stock Exchange

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 5.01 Election of Directors

On November 6, 2020, ManpowerGroup Inc. (the “Company”) elected Jean-Philippe Courtois and William P. Gipson to its Board of Directors, effective December 14, 2020. Mr. Courtois is Executive Vice President of Microsoft Corp. and President, Microsoft Global Sales, Marketing and Operations. Mr. Gipson is a retired executive at Procter & Gamble, who most recently served as President of Enterprise Packaging Transformation and Chief Diversity & Inclusion Officer. Mr. Courtois and Mr. Gipson have not yet been appointed to any committees of the Company’s Board of Directors however the Company anticipates both will be appointed to one or more committees in the future.

As non-employee directors of the Company, Mr. Courtois and Mr. Gipson will participate in the same compensation arrangement as the other non-employee directors of the Company, which will consist of a cash retainer equal to \$115,000 per year and reimbursement for travel expenses incurred in connection with attending Board of Directors and Committee meetings. In addition, both Mr. Courtois and Mr. Gipson will receive a prorated annual grant of deferred stock upon appointment to the Board of Directors.

The Company will also enter into indemnification agreements with both Mr. Courtois and Mr. Gipson which will be in substantially the same form as the indemnification agreements entered into by the Company with each of the Company’s other outside directors. The description of the indemnification agreement is contained in the Company’s Current Report on Form 8-K dated October 31, 2006 and is incorporated by reference herein.

The press release issued by the Company announcing the election of both Mr. Courtois and Mr. Gipson is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

## Item 8.01 Other Events

On November 6, 2020 the Company’s Board of Directors declared a semi-annual dividend of \$1.17 per share. The dividend will be paid on December 15, 2020 to shareholders of record as of the close of business on December 1, 2020. The press release is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

## Item 9.01. Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated November 9, 2020</a>
99.2	<a href="#">Press Release dated November 6, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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.

MANPOWERGROUP INC.

Dated: November 6, 2020

By: /s/ Richard Buchband

Name: Richard Buchband

Title: Senior Vice President, General Counsel and Secretary



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Milwaukee, WI 53212

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### ManpowerGroup Elects Jean-Philippe Courtois and William P Gipson to Board of Directors

**MILWAUKEE, 00.01 AM, November 9, 2020.** ManpowerGroup (NYSE: MAN) announced today that Jean-Philippe Courtois, Executive Vice President of Microsoft Corp. and President, Microsoft Global Sales, Marketing and Operations; and William P. Gipson, a retired executive at Procter & Gamble, who most recently served as President of Enterprise Packaging Transformation and Chief Diversity & Inclusion Officer, have been elected to the company's Board of Directors, effective December 14, 2020.



*Jean-Philippe Courtois*



*William P. Gipson*

"We are delighted to welcome Jean-Philippe and William to the ManpowerGroup Board - two impressive executives with significant global experience and innovation acumen," said Jonas Prising, ManpowerGroup Chairman & CEO.

#### **Jean-Philippe Courtois**

"Jean-Philippe brings a breadth of expertise in digital transformation, together with a passion for leveraging technology to drive a positive societal impact while enabling people and organizations all around the global to achieve their potential. His extensive experience aligns well with our strategic priorities and will be a great asset as we accelerate our journey to digitize, diversify and innovate."

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Courtois joined Microsoft in 1984 and has held numerous leadership positions including President of Microsoft International; Chief Executive Officer Microsoft EMEA and Corporate Vice President Worldwide Customer Marketing. In his current role, Courtois is responsible for leading Microsoft's commercial business across 124 subsidiaries worldwide, driving strategic planning, running global operations and shaping growth initiatives in developed and emerging markets. Courtois is also co-founder of the foundation "Live for Good," Chair of the Board for SKEMA Business School, Board Member of Positive Planet, and has served as Co-Chair of the World Economic Forum's Global Digital Divide Initiative Task Force. Courtois previously served on the Board of Directors for AstraZeneca.

### **William P Gipson**

"William has an impressive innovation track record driving business transformation and connecting to consumers at scale," continued Prising. "His deep set of perspectives and experiences leading across different businesses, industries and geographies together with his commitment to accelerating innovation at scale is well aligned with our own priorities and purpose. We are delighted to welcome William to the Board."

Gipson joined P&G in 1985 and held a number of global leadership positions in transformation and innovation within R&D in Asia and the Americas. In his last role as President, Enterprise Packaging Transformation, Gipson reported to the CEO, leading end-to-end value creation across all businesses and regions, including supply chain transformation, digital, and bricks and mortar channel readiness. In addition to other executive roles, Gipson concurrently served as Chief Diversity & Inclusion Officer for eight years until his retirement from P&G in 2019. Gipson serves on numerous not-for-profit boards, including the Executive Leadership Council, CityLink and STEM Pathway to MBA and previously served on the Board of the United Negro College Fund and the National Action Council for Minorities in Engineering.

For the full list of current ManpowerGroup Board Members [click here](#).

### **About ManpowerGroup**

**ManpowerGroup® (NYSE: MAN)**, the leading global workforce solutions company, helps organizations transform in a fast-changing world of work by sourcing, assessing, developing and managing the talent that enables them to win. We develop innovative solutions for hundreds of thousands of organizations every year, providing them with skilled talent while finding meaningful, sustainable employment for millions of people across a wide range of industries and skills. Our expert family of brands – Manpower, Experis and Talent Solutions – creates substantially more value for candidates and clients across more than 75 countries and territories and has done so for over 70 years. We are recognized consistently for our diversity - as a best place to work for Women, Inclusion, Equality and Disability and in 2020 ManpowerGroup was named one of the World's Most Ethical Companies for the eleventh year - all confirming our position as the brand of choice for in-demand talent.

**FOR IMMEDIATE RELEASE****CONTACT:**

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[jack.mcginnis@manpowergroup.com](mailto:jack.mcginnis@manpowergroup.com)**ManpowerGroup Increases Dividend 7.3 Percent**

**MILWAUKEE (November 6, 2020)** – The Board of Directors of ManpowerGroup (NYSE: MAN) has declared a semi-annual dividend of \$1.17 per share, a 7.3 percent increase from the most recent dividend of \$1.09 per share paid in June 2020.

The dividend is payable on December 15, 2020 to shareholders of record as of the close of business on December 1, 2020.

Additional financial information about ManpowerGroup, including stock history and annual shareholder reports, can be found at <http://investor.manpowergroup.com>.

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**ABOUT MANPOWERGROUP**

ManpowerGroup® (NYSE: MAN), the leading global workforce solutions company, helps organizations transform in a fast-changing world of work by sourcing, assessing, developing and managing the talent that enables them to win. We develop innovative solutions for hundreds of thousands of organizations every year, providing them with skilled talent while finding meaningful, sustainable employment for millions of people across a wide range of industries and skills. Our expert family of brands – Manpower, Experis and Talent Solutions – creates substantially more value for candidates and clients across more than 75 countries and territories and has done so for over 70 years. We are recognized consistently for our diversity - as a best place to work for Women, Inclusion, Equality and Disability and in 2020 ManpowerGroup was named one of the World's Most Ethical Companies for the eleventh year - all confirming our position as the brand of choice for in-demand talent.