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): June 6, 2023

Organon & Co.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-40235
(Commission File Number)

46-4838035
(I.R.S. Employer Identification No.)

30 Hudson Street, Floor 33,
Jersey City, NJ
(Address of principal executive offices)

07302
(Zip Code)

Registrant’s telephone number, including area code: (551) 430-6900

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:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.01 per share</td>
<td>OGN</td>
<td>NYSE</td>
</tr>
</tbody>
</table>

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 6, 2023, Organon & Co. (the “Company”) held its 2023 Annual Meeting, at which the Company’s shareholders considered three (3) proposals, each of which is described in more detail in the Company’s proxy statement filed with the U.S. Securities and Exchange Commission on April 27, 2023 (the “Proxy Statement”). There were 255,061,586 outstanding shares entitled to vote and there were 216,548,315 shares present in person or by proxy at the 2023 Annual Meeting, representing approximately eighty-five percent (85%) of the shares outstanding and entitled to vote. The voting results are presented below.

1. To elect the four (4) Class II directors nominated by the Company’s Board of Directors to serve until the 2025 annual meeting of Organon’s shareholders or until a successor has been duly elected and qualified.

<table>
<thead>
<tr>
<th>Nominee</th>
<th>For</th>
<th>Withhold</th>
<th>Abstain</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carrie S. Cox</td>
<td>161,582,913</td>
<td>21,364,441</td>
<td>307,563</td>
<td>33,293,398</td>
</tr>
<tr>
<td>Alan Ezekowitz, M.D.</td>
<td>181,298,050</td>
<td>1,681,234</td>
<td>275,633</td>
<td>33,293,398</td>
</tr>
<tr>
<td>Helene Gayle, M.D.</td>
<td>180,024,350</td>
<td>2,950,230</td>
<td>280,337</td>
<td>33,293,398</td>
</tr>
<tr>
<td>Deborah Leone</td>
<td>181,439,869</td>
<td>1,544,341</td>
<td>270,707</td>
<td>33,293,398</td>
</tr>
</tbody>
</table>

2. To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement.

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>170,522,652</td>
<td>11,916,370</td>
<td>815,895</td>
<td>32,293,398</td>
</tr>
</tbody>
</table>

3. To ratify the appointment by the Company’s Audit Committee of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>215,254,031</td>
<td>840,020</td>
<td>454,264</td>
<td>0</td>
</tr>
</tbody>
</table>

1 A broker-non vote occurs when a broker, bank, or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have the discretionary voting power with respect to the item and has not received voting instructions from the beneficial owner of the shares it holds. Broker non-votes are counted when determining whether the necessary quorum of shareholders is present or represented at each annual meeting.
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.

Organon & Co.

By: /s/ Kirke Weaver
   Name: Kirke Weaver
   Title: General Counsel and Corporate Secretary

Dated: June 8, 2023