

CHEESECAKE FACTORY INC  
Form 8-K  
June 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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):

**May 31, 2012**

**THE CHEESECAKE FACTORY INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-20574**  
(Commission File Number)

**51-0340466**  
(IRS Employer Identification  
No.)

**26901 Malibu Hills Road**

**Calabasas Hills, California 91301**

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code:

**(818) 871-3000**

**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 (see General Instruction A.2. below):

- 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 240.14.d-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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Cheesecake Factory Incorporated ( Company ) held its Annual Meeting of Stockholders on May 31, 2012. The results of the vote taken for each proposal are as follows:

Proposal 1: Election of Directors

| Name                  | For        | Against   | Abstain | Broker Non-Votes |
|-----------------------|------------|-----------|---------|------------------|
| David Overton         | 40,330,255 | 2,439,421 | 13,705  | 4,346,228        |
| Alexander L. Cappello | 40,638,285 | 2,138,329 | 6,767   | 4,346,228        |
| Thomas L. Gregory     | 40,381,275 | 2,394,484 | 7,622   | 4,346,228        |
| Jerome I. Kransdorf   | 40,388,463 | 2,387,077 | 7,841   | 4,346,228        |
| Laurence B. Mindel    | 42,308,702 | 458,327   | 16,352  | 4,346,228        |
| David B. Pittaway     | 40,864,739 | 1,911,031 | 7,611   | 4,346,228        |
| Herbert Simon         | 40,636,241 | 2,135,482 | 11,658  | 4,346,228        |

Proposal 2: Ratification of Selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2012, ending January 1, 2012

| For        | Against | Abstain |
|------------|---------|---------|
| 46,830,924 | 289,056 | 9,629   |

Proposal 3: Nonbinding, Advisory Vote on Executive Compensation

| For        | Against | Abstain   | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 40,559,154 | 940,941 | 1,283,286 | 4,346,228        |

**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.

Date: June 5, 2012

THE CHEESECAKE FACTORY INCORPORATED

By:

/s/ Debby R. Zurzolo  
Debby R. Zurzolo  
Executive Vice President, General Counsel and  
Secretary

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