

JACK IN THE BOX INC /NEW/
Form 8-K
March 02, 2017

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): February 28, 2017

JACK IN THE BOX INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--|
| DELAWARE | 1-9390 | 95-2698708 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| |
|---|
| 9330 BALBOA AVENUE, SAN DIEGO, CA 92123 |
| (Address of principal executive offices) (Zip Code) |

(858) 571-2121
(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 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 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of the stockholders of Jack in the Box Inc. (the “Company”) was held on February 28, 2017. Matters submitted to the stockholders and voted upon at the meeting, which are more fully described in the Company’s proxy statement, were as follows: (1) Election of the eight members of the board of directors; (2) Ratification of the appointment of KPMG LLP as independent registered public accountants for the fiscal year ending October 1, 2017; (3) Consideration and approval of an advisory (non-binding) resolution regarding executive compensation; (4) Re-approval of the Jack in the Box Inc. 2004 Stock Incentive Plan for purposes of Internal Revenue Code Section 162(m); and (5) An advisory (non-binding) vote on the frequency of the vote on executive compensation. All directors were elected; Proposals (2), (3) and (4) were approved; and a majority of shareholders voted for annual frequency of executive compensation votes. The final voting results are set forth below.

(1) The following directors were elected by the affirmative vote of a majority of votes cast for that director (abstentions and broker non-votes are not counted either as a vote cast “for” or “against”):

| Nominees for Director | Votes Cast For | | Votes Cast | Abstain | Broker |
|-----------------------|----------------|-----------------|------------|---------|-----------|
| | Number | % of Votes Cast | Against | | Non-Votes |
| Leonard A. Comma | 25,478,178 | 98.07 | 502,187 | 19,014 | 2,150,402 |
| David L. Goebel | 25,756,466 | 99.13 | 224,750 | 18,163 | 2,150,402 |
| Sharon P. John | 25,756,543 | 99.13 | 224,826 | 18,010 | 2,150,402 |
| Madeleine A. Kleiner | 25,757,870 | 99.14 | 224,497 | 17,012 | 2,150,402 |
| Michael W. Murphy | 25,891,363 | 99.66 | 89,553 | 18,463 | 2,150,402 |
| James M. Myers | 25,966,259 | 99.94 | 14,801 | 18,319 | 2,150,402 |
| David M. Tehle | 25,915,053 | 99.75 | 66,105 | 18,221 | 2,150,402 |
| John T. Wyatt | 25,755,788 | 99.13 | 225,156 | 18,435 | 2,150,402 |

(2) The appointment of KPMG LLP was ratified by a majority of the votes cast (there were no broker non-votes on this proposal):

| Votes Cast For | Votes Cast Against | Abstain |
|----------------|--------------------|---------|
| Number | % of Votes Cast | |
| 27,875,853 | 99.03 | 258,539 |
| | | 15,389 |

(3) The compensation of named executive officers was approved, on an advisory basis, by a majority of the votes cast (abstentions are counted as votes “against” the proposal; broker non-votes are not counted as either “for” or “against” the proposal):

| Votes Cast For | Votes Cast Against | Abstain | Broker Non-Votes |
|----------------|--------------------|---------|------------------|
| Number | % of Votes Cast | | |
| 25,042,143 | 96.32 | 681,168 | 276,068 |
| | | | 2,150,402 |

(4) The Jack in the Box Inc. 2004 Stock Incentive Plan was re-approved by a majority of the votes cast (abstentions are counted as votes “against” the proposal; broker non-votes are not counted as either “for” or “against” the proposal):

| Votes Cast For Number | % of Votes Cast | Votes Cast Against | Abstain | Broker Non-Votes |
|--------------------------|--------------------|--------------------|---------|------------------|
| 25,576,842 | 98.37 | 399,942 | 22,595 | 2,150,402 |

(5) In the advisory (non-binding) vote on the frequency of the vote on executive compensation, a majority of the shareholders chose “one year” (abstentions and broker non-votes have no effect on this proposal):

| Votes Cast For “One Year” Number | % of Votes Cast | Votes Cast For “Two Year” | Votes Cast For “Three Year” | Abstain | Broker Non-Votes |
|--|-----------------|------------------------------|--------------------------------|---------|------------------|
| 22,722,070 | 87.47 | 10,612 | 3,244,890 | 21,807 | 2,150,402 |

In accordance with the results of this vote, the Board of Directors determined to continue holding an advisory vote on executive compensation on an annual basis, until the occurrence of the next advisory vote on the frequency of say on pay votes.

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.

JACK IN THE BOX INC.

By: JERRY P. REBEL
 Jerry P. Rebel
 Executive Vice President
 Chief Financial Officer
 (Principal Financial Officer)
 (Duly Authorized Signatory)
 Date: March 2, 2017