

FLOWERS FOODS INC  
Form 8-K  
June 10, 2015

**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 10, 2015 (June 5, 2015)**

**FLOWERS FOODS, INC.**

**(Exact name of registrant as specified in its charter)**

**Georgia**  
**(State or other jurisdiction**

**of incorporation)**

**1-16247**  
**(Commission**

**File Number)**

**58-2582379**  
**(IRS Employer**

**Identification No.)**

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**1919 Flowers Circle, Thomasville, GA**  
**(Address of principal executive offices)**

**31757**  
**(Zip Code)**

**Registrant's telephone number, including area code: (229) 226-9110**

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 240.14d-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.**

On June 5, 2015, Flowers Foods, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting) in Thomasville, Georgia for the following purposes and with the following voting results:

- (1) To amend the Company's Restated Articles of Incorporation and Amended and Restated Bylaws to provide that, beginning in 2017, all directors will be elected on an annual basis for a term of one year:

|                  |             |
|------------------|-------------|
| For              | 165,407,593 |
| Against          | 89,371      |
| Abstain          | 49,759      |
| Broker Non-Votes | 29,965,568  |

- (2) To elect five nominees as directors of the Company, each to serve for a term of one year until the Company's Annual Meeting of Shareholders in 2016:

| <b>Directors:</b> | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------|----------------|----------------|-------------------------|
| Joe E. Beverly    | 164,418,826 | 1,036,896      | 91,001         | 29,956,568              |
| Amos R. McMullian | 161,153,101 | 4,275,543      | 118,079        | 29,956,568              |
| J.V. Shields, Jr. | 164,298,954 | 1,128,425      | 119,344        | 29,956,568              |
| David V. Singer   | 164,987,138 | 452,840        | 106,745        | 29,956,568              |
| James T. Spear    | 165,159,134 | 281,561        | 106,028        | 29,956,568              |

- (3) To hold an advisory vote on the compensation of the Company's named executive officers:

|                  |             |
|------------------|-------------|
| For              | 161,574,502 |
| Against          | 3,708,093   |
| Abstain          | 264,128     |
| Broker Non-Votes | 29,956,568  |

- (4) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 2, 2016:

|                  |             |
|------------------|-------------|
| For              | 194,360,456 |
| Against          | 1,011,751   |
| Abstain          | 131,084     |
| Broker Non-Votes |             |

- (5) The shareholder proposal regarding the vesting of equity awards of executive officers upon a change of control was withdrawn by the shareholder proponent prior to the Annual Meeting and was therefore not voted upon.

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(6) Shareholder proposal regarding shareholder approval of certain future severance agreements for senior executives:

|                  |             |
|------------------|-------------|
| For              | 43,382,285  |
| Against          | 121,858,858 |
| Abstain          | 305,580     |
| Broker Non-Votes | 29,956,568  |

Proposal 1 received the affirmative vote of more than 66 2/3% of the outstanding shares of the Company's common stock and therefore the amendments to the Company's Restated Articles of Incorporation and Amended and Restated Bylaws were adopted. The Certificate of Amendment to the Company's Restated Articles of Amendment was filed with the Secretary of State of the State of Georgia on June 5, 2015. Copies of the Company's Restated Articles of Incorporation and Amended and Restated Bylaws, each as amended through June 5, 2015, are filed herewith as Exhibit 3.1 and 3.2, respectively, and incorporated herein by reference.

With respect to Proposal 2, each of the director-nominees received a majority of votes cast in the election of directors, and each was elected to serve for a term of one year.

Proposals 3 and 4 each received the affirmative vote of a majority of votes cast and therefore passed.

Proposals 6 did not receive the affirmative vote of a majority of votes cast and therefore did not pass.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                          |
|---------------------------|---------------------------------------------------------------------------------------------|
| 3.1                       | Restated Articles of Incorporation of Flowers Foods, Inc., as amended through June 5, 2015. |
| 3.2                       | Amended and Restated Bylaws of Flowers Foods, Inc., as amended through June 5, 2015.        |

**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.

**FLOWERS FOODS, INC.**

By: /s/ R. Steve Kinsey

Name: R. Steve Kinsey

Title: Executive Vice President and Chief Financial  
Officer

Date: June 10, 2015

**EXHIBIT INDEX**

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