

FLOWERS FOODS INC  
Form 8-K  
October 16, 2018

**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): October 16, 2018 (October 10, 2018)**

**FLOWERS FOODS, INC.**

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

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

**of incorporation)**

**1919 Flowers Circle, Thomasville, GA**

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

**File Number)**

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

**Identification No.)**

**31757**

(Address of principal executive offices)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 10, 2018, J.V. Shields, Jr., an independent member of the Board of Directors (the Board) of Flowers Foods, Inc. (the Company), died unexpectedly. Mr. Shields, age 80, had served as a director of the Company since 2001, and he had previously served as a director of Flowers Industries, Inc. from March 1989 until March 2001. Mr. Shields was a member of the Nominating/Corporate Governance Committee and the Compensation Committee of the Board. As a result of Mr. Shields' unexpected death, the Board intends to take action to reduce the size of the Board from eleven to ten. Mr. Shields was a valued member of the Board and will be greatly missed.

**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: Chief Financial Officer and Chief  
Administrative Officer

Date: October 16, 2018