

CALAVO GROWERS INC  
Form 8-K  
May 02, 2011

**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): April 27, 2011  
CALAVO GROWERS, INC.  
(Exact Name of Registrant as Specified in Charter)**

**California**

**000-33385**

**33-0945304**

(State or Other  
Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**1141-A Cummings Road, Santa Paula, California 93060**

(Address of Principal Executive Offices) (Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Registrant's telephone number, including area code: **(805) 525-1245**

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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 27, 2011, we held the annual meeting of shareholders of Calavo Growers, Inc. at 15765 W. Telegraph Road, Santa Paula, California, 93060. At the meeting, the holders of our outstanding common stock acted on the following matters:

(1) The shareholders voted on a cumulative basis and elected the following 13 directors, each to serve for a term of one year. Each nominee received the following votes:

| <b>Name of Nominee</b> | <b>Votes<br/>For</b> | <b>Votes<br/>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|------------------------|----------------------|---------------------------|-----------------------------|
| Lecil E. Cole          | 19,819,609           | 1,633,955                 | 1,672,190                   |
| George H. Barnes       | 6,687,712            | 933,008                   | 1,672,190                   |
| Michael D. Hause       | 6,706,523            | 913,478                   | 1,672,190                   |
| Donald M. Sanders      | 8,628,678            | 1,844,125                 | 1,672,190                   |
| Marc L. Brown          | 4,860,395            | 2,760,325                 | 1,672,190                   |
| Alva V. Snider         | 6,702,694            | 1,000,187                 | 1,672,190                   |
| Scott Van Der Kar      | 6,243,944            | 1,813,431                 | 1,672,190                   |
| J. Link Leavens        | 9,642,367            | 1,813,431                 | 1,672,190                   |
| Dorcas H. McFarlane    | 7,550,478            | 1,688,402                 | 1,672,190                   |
| John M. Hunt           | 7,055,639            | 1,142,563                 | 1,672,190                   |
| Egidio Carbone, Jr.    | 7,346,594            | 395,904                   | 1,672,190                   |
| Harold Edwards         | 14,463,027           | 1,812,036                 | 1,672,190                   |
| Steven Hollister       | 7,435,384            | 186,701                   | 1,672,190                   |

(2) The shareholders voted for the ratification of the appointment of Ernst & Young LLP as our independent accountants for fiscal 2011. Votes cast were as follows:

|                  |            |
|------------------|------------|
| For              | 11,574,818 |
| Against          | 35,252     |
| Abstain          | 105,976    |
| Broker Non-Votes | 39,356     |

(3) The shareholders voted for the approval of the Calavo Growers, Inc. 2011 Management Incentive Plan. Votes cast were as follows:

|                  |           |
|------------------|-----------|
| For              | 7,234,119 |
| Against          | 2,682,487 |
| Abstain          | 166,606   |
| Broker Non-Votes | 1,672,190 |

(4) The shareholders voted on an advisory basis to approve the compensation of the executive officers of Calavo Growers, Inc. as disclosed in the company's 2011 proxy statement. Votes cast were as follows:

|                  |           |
|------------------|-----------|
| For              | 9,403,663 |
| Against          | 467,431   |
| Abstain          | 212,118   |
| Broker Non-Votes | 1,672,190 |

(5) The shareholders voted on an advisory basis on the frequency of holding future shareholder advisory votes on executive compensation. Votes cast were as follows:

|                  |           |
|------------------|-----------|
| Every 1 Year     | 8,797,157 |
| Every 2 Years    | 107,167   |
| Every 3 Years    | 996,107   |
| Abstain          | 182,781   |
| Broker Non-Votes | 1,672,190 |

Based upon the results of this shareholder advisory vote, the Board of Directors of Calavo Growers, Inc. has determined to follow the stockholders' recommendation and to include in future proxy statements an annual shareholder advisory vote on the compensation of the company's executive officers.

**SIGNATURE**

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.

Calavo Growers, Inc.

May 2, 2011

By: /s/ Lecil E. Cole  
Lecil E. Cole  
Chairman of the Board of Directors,  
Chief Executive Officer and President  
(Principal Executive Officer)