

DILLARDS INC  
Form 8-K  
May 26, 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): **May 21, 2011**

**Dillard s, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-6140**  
(Commission File Number)

**71-0388071**  
(I.R.S. Employer  
Identification No.)

**1600 Cantrell Road**  
  
**Little Rock, Arkansas**  
(Address of Principal Executive Offices)

**72201**  
(Zip Code)

**(501) 376-5200**

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

Dillard's, Inc. (the Company) held its Annual Meeting of Stockholders on May 21, 2011, at which stockholders considered and approved the following items:

**1. Election of Directors**

	Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstained
<b>Class A. Nominees:</b>			
R. Brad Martin	38,713,775	5,849,939	498,321
Frank R. Mori	27,488,156	17,072,529	501,350
J.C. Watts, Jr.	43,884,276	1,149,272	28,487
Nick White	43,653,979	906,448	501,608
<b>Class B Nominees:</b>			
Robert C. Connor	4,009,968		
Alex Dillard	4,009,968		
Mike Dillard	4,009,968		
William Dillard, II	4,009,968		
James I. Freeman	4,009,968		
H. Lee Hastings, III	4,009,968		
Drue Matheny	4,009,968		
Warren A. Stephens	4,009,968		

**Other Proposals**

	Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstained
2. Advisory vote on the compensation of the Company's named executive officers:	47,760,871	517,540	793,592

3. Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers:

Number of Shares Voted for One Year	Number of Shares Voted for Two Years	Number of Shares Voted for Three Years	Number of Shares Abstained
22,819,947	56,732	25,405,576	789,748

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.

DILLARD S, INC.

DATED: May 26, 2011

By: /s/ James I. Freeman  
Name: James I. Freeman  
Title: Senior Vice President & Chief Financial Officer