

FLOWERS FOODS INC
Form 8-K
July 29, 2016

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): July 29, 2016 (May 26, 2016)

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 Instructions 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 May 26, 2016, 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 elect eight nominees as directors of the Company, each to serve for a term of one year until the Company's Annual Meeting of Shareholders in 2017:

| Directors: | For | Against | Abstain | Broker Non- Votes |
|-------------------|-------------|----------------|----------------|----------------------------------|
| George E. Deese | 163,576,555 | 4,749,054 | 66,817 | 26,916,075 |
| Rhonda Gass | 167,763,303 | 271,711 | 357,412 | 26,916,075 |
| Richard Lan | 167,682,743 | 353,456 | 356,227 | 26,916,075 |
| Amos R. McMullian | 163,764,358 | 4,565,893 | 62,175 | 26,916,075 |
| J.V. Shields, Jr. | 166,755,872 | 1,570,704 | 65,850 | 26,916,075 |
| David V. Singer | 167,776,298 | 434,771 | 181,357 | 26,916,075 |
| James T. Spear | 167,812,721 | 396,918 | 182,787 | 26,916,075 |
| Melvin T. Smith | 167,303,621 | 935,876 | 152,929 | 26,916,075 |

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

| | |
|------------------|-------------|
| For | 165,699,555 |
| Against | 2,349,294 |
| Abstain | 343,577 |
| Broker Non-Votes | 26,916,075 |

- (3) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016:

| | |
|------------------|-------------|
| For | 194,164,152 |
| Against | 917,303 |
| Abstain | 227,046 |
| Broker Non-Votes | |

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

| | |
|------------------|-------------|
| For | 37,115,425 |
| Against | 129,747,376 |
| Abstain | 1,529,625 |
| Broker Non-Votes | 26,916,075 |

With respect to Proposal 1, 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 2 and 3 each received the affirmative vote of a majority of votes cast and therefore passed.

Proposal 4 did not receive the affirmative vote of a majority of votes cast and therefore did not pass.

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, thereunto duly authorized.

FLOWERS FOODS, INC.

By: /s/ R. Steve Kinsey
Name: R. Steve Kinsey
Executive Vice President and Chief Financial
Title: Officer

Date: July 29, 2016