

CALAVO GROWERS INC  
Form 8-K  
April 26, 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): April 25, 2018**

**CALAVO GROWERS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**California**  
**(State or Other Jurisdiction**

**of Incorporation)**

**000-33385**  
**(Commission**

**File Number)**

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

**33-0945304**  
**(IRS Employer**

**Identification No.)**

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(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))

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

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

On April 25, 2018, 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 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 For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------------|-----------------------|-------------------------|
| Lecil E. Cole          | 14,629,882       | 3,058,775             | 2,584,123               |
| James D. Helin         | 8,568,524        | 3,338,500             | 2,584,123               |
| Donald M. Sanders      | 8,818,686        | 3,065,588             | 2,584,123               |
| Marc L. Brown          | 6,425,055        | 5,459,219             | 2,584,123               |
| Michael A. DiGregorio  | 8,539,473        | 3,344,801             | 2,584,123               |
| Scott Van Der Kar      | 7,897,197        | 5,366,117             | 2,584,123               |
| J. Link Leavens        | 10,176,954       | 5,433,159             | 2,584,123               |
| Dorcas H. Thille       | 6,655,198        | 5,521,355             | 2,584,123               |
| John M. Hunt           | 9,031,240        | 3,392,534             | 2,584,123               |
| Egidio Carbone, Jr.    | 7,652,876        | 4,579,850             | 2,584,123               |
| Harold Edwards         | 8,341,520        | 7,442,754             | 2,584,123               |
| Steven Hollister       | 11,670,366       | 236,658               | 2,584,123               |
| Kathleen M. Holmgren   | 11,429,418       | 454,856               | 2,584,123               |

(2) The shareholders voted for the ratification of the appointment of Deloitte & Touche LLP as our independent accountants for fiscal 2018. Votes cast were as follows:

|         |            |
|---------|------------|
| For     | 15,662,254 |
| Against | 24,854     |
| Abstain | 14,750     |

(3) 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 2018 proxy statement. Votes cast were as follows:

|                  |            |
|------------------|------------|
| For              | 12,627,935 |
| Against          | 401,743    |
| Abstain          | 88,057     |
| Broker Non-Votes | 2,584,123  |

(4) 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  | 12,596,397 |
| Every 2 Years | 48,100     |
| Every 3 Years | 314,808    |

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|                  |           |
|------------------|-----------|
| Abstain          | 158,430   |
| Broker Non-Votes | 2,584,123 |

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.

April 26, 2018

Calavo Growers, Inc.

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