

FLOWERS FOODS INC  
Form 8-K  
May 29, 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): May 29, 2018 (May 24, 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 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))

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

On May 24, 2018, 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 eleven nominees as directors of the Company, each to serve for a term of one year until the Company's Annual Meeting of Shareholders in 2019:

| <b>Directors:</b>        | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--------------------------|-------------|----------------|----------------|-------------------------|
| George E. Deese          | 164,891,815 | 6,144,796      | 154,072        | 26,700,240              |
| Rhonda Gass              | 169,505,944 | 811,929        | 872,810        | 26,700,240              |
| Benjamin H. Griswold, IV | 166,919,779 | 3,400,167      | 870,737        | 26,700,240              |
| Margaret G. Lewis        | 169,404,176 | 921,763        | 864,744        | 26,700,240              |
| Amos R. McMullian        | 164,835,377 | 6,182,498      | 172,808        | 26,700,240              |
| J.V. Shields, Jr.        | 167,291,982 | 3,655,511      | 243,190        | 26,700,240              |
| Allen L. Shiver          | 169,735,403 | 1,266,010      | 189,270        | 26,700,240              |
| David V. Singer          | 168,797,309 | 2,165,845      | 227,529        | 26,700,240              |
| James T. Spear           | 169,659,101 | 637,984        | 893,598        | 26,700,240              |
| Melvin T. Stith, Ph.D.   | 169,056,378 | 1,908,189      | 226,116        | 26,700,240              |
| C. Martin Wood III       | 168,703,411 | 1,631,046      | 856,226        | 26,700,240              |

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

|                  |             |
|------------------|-------------|
| For              | 167,100,746 |
| Against          | 3,218,066   |
| Abstain          | 871,871     |
| Broker Non-Votes | 26,700,240  |

- (3) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2018:

|                  |             |
|------------------|-------------|
| For              | 195,431,044 |
| Against          | 2,174,172   |
| Abstain          | 285,707     |
| Broker Non-Votes | 0           |

- (4) Shareholder proposal regarding whether the chairman of the board of directors should be independent:

|         |             |
|---------|-------------|
| For     | 37,014,921  |
| Against | 133,036,655 |
| Abstain | 1,139,107   |

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Broker Non-Votes

26,700,240

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 present at the Annual Meeting in person or represented by proxy and therefore passed. Proposal 4 did not receive the affirmative vote of a majority of votes present at the Annual Meeting or represented by proxy and therefore was not approved.

**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

Title: Chief Financial Officer and Chief Administrative  
Officer

Date: May 29, 2018