

MONRO, INC.
Form 8-K
August 20, 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): August 14, 2018

MONRO, INC.

(Exact name of registrant as specified in its charter)

New York
(State of
Incorporation)

0-19357
(Commission
File Number)

16-0838627
(I.R.S. Employer
Identification No.)

200 Holleder Parkway,

Rochester, New York
(Address of Principal Executive Offices)

14615
(Zip Code)

Registrant's telephone number, including area code (585) 647-6400

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))
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

The Annual Meeting of Shareholders (Annual Meeting) of Monro, Inc. (the Company) was held on August 14, 2018. At the Annual Meeting, the Company s shareholders voted on each of the matters described below. Approximately 30,751,101 shares (representing 93.5% of total shares outstanding and entitled to vote) were present at the Annual Meeting either in person or by proxy.

1. The Company s shareholders elected four directors to Class 1 of the Board of Directors to serve a two-year term, until their successors have been elected and qualified at the 2020 annual meeting of shareholders. The number of shares that (i) voted for the election of each director and (ii) withheld authority to vote for each director, as well as the number of broker non-votes, are set forth in the table below.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-------------------|-----------------------|-------------------------|
| John L. Auerbach | <u>27,911,580</u> | <u>289,560</u> | <u>2,549,961</u> |
| Donald Glickman | <u>23,501,360</u> | <u>4,699,780</u> | <u>2,549,961</u> |
| Lindsay N. Hyde | <u>27,912,756</u> | <u>288,384</u> | <u>2,549,961</u> |
| Brett T. Ponton | <u>27,595,412</u> | <u>605,728</u> | <u>2,549,961</u> |

2. The Company s shareholders voted to approve, on an advisory basis, the compensation paid to the Company s named executive officers. The number of shares that voted for or against, or that abstained from voting on, the compensation paid to the Company s named executive officers, as well as the number of broker non-votes, are set forth in the table below.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|----------------------|--------------------|-------------------------|
| <u>22,292,207</u> | <u>5,830,324</u> | <u>78,584</u> | <u>2,549,961</u> |

3. The Company s shareholders ratified the re-appointment of PricewaterhouseCoopers, LLP as the Company s independent registered public accounting firm for the fiscal year ending March 30, 2019. The number of shares that voted for or against, or that abstained from voting for, the ratification of the re-appointment of PricewaterhouseCoopers, LLP are summarized in the table below.

| Votes For | Votes Against | Abstentions |
|-------------------|----------------------|--------------------|
| <u>30,251,986</u> | <u>431,659</u> | <u>66,879</u> |

Item 8.01 Voluntary Disclosure of Other Events

On August 14, 2018, the Board of Directors declared a quarterly cash dividend of \$.20 per share for the second quarter of the Company s 2019 fiscal year, ending March 30, 2019. The dividend is payable on September 6, 2018 to shareholders of record as of August 27, 2018, including shares of common stock to which the holders of the Company s Class C Convertible Preferred Stock are entitled. A copy of the press release announcing the quarterly cash dividend is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) The following is a list of exhibits furnished with this Current Report on Form 8-K:

Exhibit

| No. | Description |
|------------|---|
| 99.1 | <u>Press release announcing the quarterly cash dividend, dated August 15, 2018.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONRO, INC.

(Registrant)

August 20, 2018

By: /s/ Maureen E. Mulholland
Maureen E. Mulholland
Senior Vice President General Counsel and
Secretary