

STAGE STORES INC  
Form 8-K  
June 06, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

June 1, 2017  
(Date of Report, Date of Earliest Event Reported)

Stage Stores, Inc.  
(Exact Name of Registrant as Specified in Charter)

1-14035  
(Commission File Number)  
NEVADA 91-1826900  
(State or Other Jurisdiction of Incorporation) (I.R.S. Employer Identification No.)

2425 West Loop South, Houston, Texas 77027  
(Address of Principal Executive Offices) (Zip Code)

(800) 579-2302  
(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:

- 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

(a) Stage Stores, Inc. (“our” and “registrant”) held our Annual Meeting of Shareholders on June 1, 2017 (“Annual Meeting”).

(b) At the Annual Meeting, our shareholders voted on five matters, with the results of the voting as follows:

Item 1. To elect eight directors to our Board of Directors:

| Nominee              | For        | Against | Abstentions | Broker<br>Non-Votes |
|----------------------|------------|---------|-------------|---------------------|
| Alan J. Barocas      | 10,011,965 | 539,752 | 70,586      | 10,850,125          |
| Elaine D. Crowley    | 10,330,576 | 222,529 | 69,198      | 10,850,125          |
| Diane M. Ellis       | 10,256,790 | 295,425 | 70,088      | 10,850,125          |
| Michael L. Glazer    | 10,314,827 | 234,355 | 73,121      | 10,850,125          |
| Earl J. Hesterberg   | 10,333,769 | 216,802 | 71,732      | 10,850,125          |
| Lisa R. Kranc        | 10,102,381 | 219,503 | 300,419     | 10,850,125          |
| William J. Montgoris | 10,257,916 | 292,486 | 71,901      | 10,850,125          |
| C. Clayton Reasor    | 10,329,482 | 221,884 | 70,937      | 10,850,125          |

Item 2. To approve the Stage Stores 2017 Long-Term Incentive Plan:

| For       | Against | Abstentions | Broker<br>Non-Votes |
|-----------|---------|-------------|---------------------|
| 9,548,961 | 950,522 | 122,820     | 10,850,125          |

Item 3. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in our 2017 proxy statement:

| For       | Against   | Abstentions | Broker<br>Non-Votes |
|-----------|-----------|-------------|---------------------|
| 9,218,471 | 1,128,215 | 275,617     | 10,850,125          |

Item 4. To vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers:

| 1 Year    | 2 Years | 3 Years   | Abstentions | Broker<br>Non-Votes |
|-----------|---------|-----------|-------------|---------------------|
| 8,806,033 | 116,144 | 1,315,354 | 384,772     | 10,850,125          |

Item 5. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2017:

| For        | Against | Abstentions | Broker<br>Non-Votes |
|------------|---------|-------------|---------------------|
| 21,095,420 | 204,815 | 172,193     | N/A                 |

No other matters were submitted to a vote of our shareholders at the Annual Meeting.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<sup>10</sup>Stage Stores 2017 Long-Term Incentive Plan is incorporated by reference to Exhibit 4.4 to our Registration Statement on Form S-8 filed on May 19, 2017.

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Management contract or compensatory plan, contract or arrangement.

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, hereunto duly authorized.

STAGE STORES, INC.

Date: June 6, 2017 /s/ Oded Shein

Oded Shein  
Executive Vice President,  
Chief Financial Officer and Treasurer