

SANFILIPPO JOHN B & SON INC
Form 8-K/A
November 03, 2014

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 3, 2014 (October 29, 2014)

JOHN B. SANFILIPPO & SON, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-19681
(Commission
File Number)

36-2419677
(I.R.S. Employer
Identification Number)

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1703 North Randall Road, Elgin, Illinois 60123-7820

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 289-1800

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))

Explanatory Note

This Amendment No. 1 to Current Report on Form 8-K/A (the **Amendment**), amends the Current Report on Form 8-K filed on October, 31, 2014 (the **Original Report**), by John B. Sanfilippo & Son, Inc. (the **Registrant**). This Amendment should be read in conjunction with the Original Report. This Amendment is being filed to correct the number of broker non-votes only with respect to the matters disclosed below. Except for those matters disclosed below, this Amendment does not otherwise amend, modify or update the disclosures contained in the Original Report.

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

(b) The final results of voting for each matter submitted to a vote of stockholders at the Annual Meeting are set forth below.

(i) The following directors were elected at the Annual Meeting and the voting for each director was as follows (with Common Stock and Class A Common Stock stockholders voting separately):

| Nominee | For | Withhold | Broker Non-Vote |
|---|------------|-----------------|------------------------|
| (Common Stock Directors and Voting Results) | | | |
| Governor Jim Edgar | 4,953,760 | 876,350 | 1,891,860 |
| Daniel M. Wright | 5,582,175 | 247,935 | 1,891,860 |
| Ellen C. Taaffe | 5,576,995 | 253,115 | 1,891,860 |

(ii) The Audit Committee's appointment of PricewaterhouseCoopers LLP as the Registrant's independent registered public accounting firm for the 2015 fiscal year was ratified by the following vote (with Common Stock and Class A Common Stock stockholders voting together):

| | For | Against | Abstain | Broker Non-Vote |
|----------------------------|------------|----------------|----------------|------------------------|
| PricewaterhouseCoopers LLP | 33,591,316 | 99,229 | 5,685 | 0 |

(iii) The advisory vote on executive compensation was approved by the following vote (with Common Stock and Class A Common Stock stockholders voting together):

| | For | Against | Abstain | Broker Non-Votes |
|---|------------|----------------|----------------|-------------------------|
| Advisory vote on executive compensation | 31,534,799 | 132,991 | 36,580 | 1,891,860 |

(iv) The Omnibus Incentive Plan was approved by the following vote (with Common Stock and Class A Common Stock stockholders voting together):

| | For | Against | Abstain | Broker Non-Votes |
|------------------------------|------------|----------------|----------------|-------------------------|
| Approval of the Omnibus Plan | 31,230,756 | 559,286 | 14,328 | 1,891,860 |

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.

JOHN B. SANFILIPPO & SON, INC.

(Registrant)

Date: November 3, 2014

By: /s/ Michael J. Valentine

Name: Michael J. Valentine

Chief Financial Officer, Group President and
Secretary