

WEIS MARKETS INC  
Form 8-K/A  
July 08, 2011

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**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): April 28, 2011

**WEIS MARKETS, INC.**  
(Exact Name of Registrant as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction of Incorporation)

**1-5039**  
(Commission File Number)

**24-0755415**  
(IRS Employer Identification No.)

**1000 South Second Street  
Sunbury, PA**  
(Address of Principal Executive Offices)

**17801**  
(Zip Code)

Registrant's telephone number, including area code: **(570) 286-4571**

**N/A**  
(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(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - 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))
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**Explanatory Note**

This Current Report on Form 8-K/A is being filed as an amendment ("Amendment No. 1") to the Current Report on Form 8-K filed by Weis Markets, Inc. (the "Company") with the Securities and Exchange Commission on May 4, 2011 (the "Original Filing"). The sole purpose of this Amendment No. 1 is to disclose the Company's decision regarding how frequently it will conduct future shareholder advisory votes regarding executive compensation. No other changes are being made to the Original Filing.

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

The Board of Directors of the Company has determined that at the present time the Company will include a shareholder vote on the compensation of executives in its proxy materials every three years, until the next required vote on the frequency of shareholder votes on the compensation of executives.

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**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.

WEIS MARKETS, INC.

By: /s/Scott F. Frost

Name: Scott F. Frost

Title: Senior Vice President, Chief Financial  
Officer

and Treasurer

(Principal Financial Officer)

Dated: July 8, 2011