

Hillshire Brands Co  
Form 8-K  
October 30, 2012

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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):

October 25, 2012

The Hillshire Brands Company

(Exact name of registrant as specified in its charter)

Maryland

1-3344

36-2089049

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

3500 Lacey Road, Downers Grove, Illinois

60515

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(630) 598-6000

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))

**Top of the Form****Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On and effective October 25, 2012, the Board of Directors of The Hillshire Brands Company ( Hillshire Brands ) approved amendments (the Amendments ) to the Bylaws of Hillshire Brands. Following is a summary of the Amendments:

Article III, Section 3 has been amended to require that the position of Chairman of the Board be held by a director who meets the general standards for director independence established by the New York Stock Exchange;

Article IV, Section 10 has been amended to add the position of Controller, and a general description of the position, as one of the standing officer positions of Hillshire Brands; and

All references to the name of the corporation in the Bylaws have been changed from Sara Lee Corporation to The Hillshire Brands Company.

The foregoing is a summary of the Amendments. This summary is qualified in its entirety by reference to the Bylaws, as amended and restated and filed as Exhibit 3(b) attached hereto and incorporated herein by reference.

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

Hillshire Brands held its 2012 annual meeting of stockholders on October 25, 2012. A total of 102,159,021 shares of Hillshire Brands common stock, or 83.7% of our outstanding shares of common stock, were represented at the annual meeting in person or by proxy. The final results for each of the matters submitted to a stockholder vote at the annual meeting are as follows:

1. The stockholders elected 10 directors, with each director to serve a one-year term until the Hillshire Brands 2013 annual meeting of stockholders or until his or her successor has been duly chosen and qualified. The votes regarding this proposal were as follows:

| Nominee               | For        | Withheld  | Abstain | Broker Non-Votes |
|-----------------------|------------|-----------|---------|------------------|
| Todd A. Becker        | 77,572,157 | 794,766   | 149,328 | 23,642,770       |
| Christopher B. Begley | 72,815,340 | 5,502,874 | 198,037 | 23,642,770       |
| Ellen L. Brothers     | 77,698,808 | 687,331   | 130,112 | 23,642,770       |
| Virgis W. Colbert     | 70,779,576 | 7,607,409 | 129,266 | 23,642,770       |
| Sean M. Connolly      | 77,858,392 | 413,123   | 244,736 | 23,642,770       |
| Laurette T. Koellner  | 72,606,019 | 5,778,989 | 131,243 | 23,642,770       |
| Craig P. Omtvedt      | 77,844,409 | 471,674   | 200,168 | 23,642,770       |
| Sir Ian Prosser       | 72,776,477 | 5,597,167 | 142,607 | 23,642,770       |
| Jonathan P. Ward      | 77,395,796 | 979,773   | 140,682 | 23,642,770       |

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|                |            |         |         |            |
|----------------|------------|---------|---------|------------|
| James D. White | 77,921,551 | 404,145 | 190,555 | 23,642,770 |
|----------------|------------|---------|---------|------------|

2. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as Hillshire Brands independent registered public accounting firm for fiscal year 2013. The votes regarding this proposal were as follows:

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 100,454,732 | 1,412,243 | 292,046     |

3. The stockholders approved the advisory vote to approve Hillshire Brands executive compensation. The votes regarding this proposal were as follows:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 74,025,755 | 1,852,612 | 2,637,884   | 23,642,770       |

4. The stockholders approved The Hillshire Brands Company 2012 Long-Term Incentive Stock Plan. The votes regarding this proposal were as follows:

| For        | Against    | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 65,850,745 | 12,294,594 | 370,912     | 23,642,770       |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3(b) Amended and Restated Bylaws, dated October 25, 2012.

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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.

The Hillshire Brands Company

*October 30, 2012*

By: */s/ Kent B. Magill*

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*Name: Kent B. Magill  
Title: Executive Vice President, General Counsel and  
Corporate Secretary*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                            |
|---------------------------|--|
| 3.(b)                     | Amended and Restated Bylaws, dated October 25, 2012. |