CAL-MAINE FOODS INC
Form 8-K
October 03, 2014
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

CURRENT REPORT

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): October 3, 2014

Cal-Maine Foods, Inc.

(Exact name of registrant as specified in its charter)

Delaware	000-04892	64-0500378
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3320 Woodrow Wilson Avenue

Jackson, MS 39207

(Address of principal executive offices (zip code))

601-948-6813

(Registrant's telephone number, including area code)

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))

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

The Company's Annual Meeting of Shareholders was held on October 3, 2014.

Election of Directors. The following persons were nominated and elected to serve as members of the Board of Directors until our next annual meeting of shareholders and until their successors are elected and qualified.

Nominees of the Board of Directors of the Company

Names	Votes For	Votes Withheld	Non-Votes
Adolphus B. Baker	36,103,291	6,275,206	2,326,530
Timothy A. Dawson	37,251,033	5,127,464	2,326,530
Sherman Miller	38,872,089	3,506,408	2,326,530
Letitia C. Hughes	41,976,180	402,317	2,326,530
James E. Poole	42,006,179	372,318	2,326,530
Steve W. Sanders	42,006,437	372,060	2,326,530

Amendment of Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock and Class A common stock. The Company's stockholders approved the proposal by the following vote:

Votes For	Votes Against	Abstentions	Non-Votes
43,813,932	772,066	119,429	-

Advisory vote on executive compensation. The Company's stockholders approved the proposal by the following vote:

Votes For	Votes Against	Abstentions	Non-Votes
41,841,312	434,548	103,037	2,326,530

Advisory vote on setting the frequency of advisory votes on executive compensation. The Company's stockholders approved the proposal for a vote on frequency of advisory votes on executive compensation every three years by the following vote:

Votes For (1 Year)	Votes For (2 Years)	Votes For (3 Years)	Abstentions	Non-Votes
7,288,958	41,660	35,014,453	33,826	2,326,530

Ratification of the Appointment of Frost, PLLC as the Independent Registered Public Accountants of the Company for Fiscal 2015. The Company's stockholders approved the proposal by the following vote:

Votes For	Votes Against	Abstentions	Non-Votes
44,605,147	72,782	27,498	-

No other matters were voted upon at the annual meeting.

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.

CAL-MAINE FOODS, INC.

Date: October 3, 2014 By: /s/ Timothy A. Dawson

Timothy A. Dawson

Director, Vice President, and Chief Financial Officer