

SANFILIPPO JOHN B & SON INC  
Form 8-K  
November 03, 2017

**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): November 3, 2017 (November 2, 2017)**

**JOHN B. SANFILIPPO & SON, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**0-19681**  
**(Commission**

**36-2419677**  
**(I.R.S. Employer**

**of incorporation)**

**File Number)**

**Identification Number)**

**1703 North Randall Road, Elgin, Illinois 60123-7820**

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(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))  
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) On November 2, 2017, John B. Sanfilippo & Son, Inc. (the Registrant) held its 2017 annual meeting of stockholders (the Annual Meeting).

(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):

| <b>Nominee</b>                                     | <b>For</b> | <b>Withhold</b> | <b>Broker Non-Votes</b> |
|--|------------|-----------------|-------------------------|
| <b>(Common Stock Directors and Voting Results)</b> |            |                 |                         |
| Governor Jim Edgar                                 | 6,087,604  | 880,205         | 1,107,137               |
| Daniel M. Wright                                   | 6,329,023  | 638,786         | 1,107,137               |
| Ellen C. Taaffe                                    | 6,366,391  | 601,418         | 1,107,137               |

**(Class A Common Stock Directors and Voting Results)**

|                           |           |   |   |
|---------------------------|-----------|---|---|
| James J. Sanfilippo       | 2,597,426 | 0 | 0 |
| Jasper B. Sanfilippo, Jr. | 2,597,426 | 0 | 0 |
| Jeffrey T. Sanfilippo     | 2,597,426 | 0 | 0 |
| Mathias A. Valentine      | 2,597,426 | 0 | 0 |
| Michael J. Valentine      | 2,597,426 | 0 | 0 |
| Timothy R. Donovan        | 2,597,426 | 0 | 0 |

(ii) The Audit Committee's appointment of PricewaterhouseCoopers LLP as the Registrant's independent registered public accounting firm for the 2018 fiscal year was ratified by the following vote (with Common Stock and Class A Common Stock stockholders voting together):

|                            | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|----------------------------|------------|----------------|----------------|-------------------------|
| PricewaterhouseCoopers LLP | 33,972,495 | 73,004         | 3,707          | 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):

|   | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---|------------|----------------|----------------|-------------------------|
| Advisory vote on executive compensation | 32,701,867 | 235,070        | 5,131          | 1,107,138               |

(iv) The advisory vote on the frequency of the advisory vote on executive compensation was as follows (with Common Stock and Class A Common Stock stockholders voting together):

|  | <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|---------------|----------------|----------------|----------------|-------------------------|
| Frequency of the advisory vote on executive compensation | 31,665,705    | 35,174         | 1,238,388      | 2,799          | 1,107,140               |

(d) After considering the results of the advisory vote on the frequency of the advisory vote on executive compensation, the Board of Directors of the Registrant has determined that the Registrant will hold an advisory vote on executive compensation annually, until the next advisory vote on the frequency of the advisory vote on executive compensation.

**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, 2017

By: /s/ Michael J. Valentine

Name: Michael J. Valentine

Chief Financial Officer, Group President and  
Secretary