

INGLES MARKETS INC  
Form 8-K  
February 17, 2012

**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) February 17, 2012

**INGLES MARKETS, INCORPORATED**

(Exact name of registrant as specified in its charter)

**North Carolina**  
(State or other jurisdiction

of incorporation)

**0-14706**  
(Commission

File Number)

**56-0846267**  
(IRS Employer

Identification No.)

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**P.O. Box 6676, Asheville, NC**  
(Address of principal executive offices)

**28816**  
(Zip Code)

**Registrant's telephone number, including area code (828) 669-2941**

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:

- .. 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 Annual Meeting of Stockholders of Ingles Markets, Incorporated was held Tuesday, February 14, 2012. At this meeting, the Company's stockholders voted on the following proposals:

1. Elect eight members of the Board of Directors by holders of Class A Common Stock and Class B Common Stock to serve until the 2013 Annual Meeting of Stockholders:

| Name                | Common Stock | Votes For  | Votes            |             |                  |
|---------------------|--------------|------------|------------------|-------------|------------------|
|                     |              |            | Against/Withheld | Abstentions | Broker Non-Votes |
| Fred D. Ayers       | Class A      | 8,823,306  | 437,449          | 0           | 0                |
| John O. Pollard     | Class A      | 8,592,313  | 668,442          | 0           | 0                |
| L. Keith Collins    | Class B      | 11,194,400 | 300              | 0           | 0                |
| Ronald B. Freeman   | Class B      | 11,194,250 | 450              | 0           | 0                |
| Robert P. Ingle, II | Class B      | 11,194,400 | 300              | 0           | 0                |
| James W. Lanning    | Class B      | 11,194,400 | 300              | 0           | 0                |
| Charles E. Russell  | Class B      | 11,194,400 | 300              | 0           | 0                |
| Laura Ingle Sharp   | Class B      | 11,194,400 | 300              | 0           | 0                |

2. Consider and vote on a proposal to amend the Company's Articles of Incorporation to allow the Company's Investment/Profit Sharing Plan Trust to distribute shares of Class B common stock to all participants in the Plan:

|                  | Class A & B * |
|------------------|---------------|
| For              | 113,304,617   |
| Against/Withheld | 7,887,521     |
| Abstain          | 15,616        |
| Broker Non-Votes | 0             |

\* Holders of Class A Common Stock have one vote per share and the holders of Class B Common Stock have ten votes per share.

**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.

INGLES MARKETS, INCORPORATED  
(Registrant)

Date: February 17, 2012

By: /s/ Ronald B. Freeman  
Ronald B. Freeman  
Chief Financial Officer