

FLOWERS FOODS INC  
Form 8-K  
July 29, 2016

**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): July 29, 2016 (May 26, 2016)**

**FLOWERS FOODS, INC.**

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

**Georgia**  
**(State or other jurisdiction**

**of incorporation)**

**1-16247**  
**(Commission**

**File Number)**

**58-2582379**  
**(IRS Employer**

**Identification No.)**

**1919 Flowers Circle, Thomasville, GA**  
**(Address of principal executive offices)**

**31757**  
**(Zip Code)**

**Registrant's telephone number, including area code: (229) 226-9110**

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 Instructions 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.**

On May 26, 2016, Flowers Foods, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting) in Thomasville, Georgia for the following purposes and with the following voting results:

- (1) To elect eight nominees as directors of the Company, each to serve for a term of one year until the Company's Annual Meeting of Shareholders in 2017:

| <b>Directors:</b> | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-<br/>Votes</b> |
|-------------------|-------------|----------------|----------------|----------------------------------|
| George E. Deese   | 163,576,555 | 4,749,054      | 66,817         | 26,916,075                       |
| Rhonda Gass       | 167,763,303 | 271,711        | 357,412        | 26,916,075                       |
| Richard Lan       | 167,682,743 | 353,456        | 356,227        | 26,916,075                       |
| Amos R. McMullian | 163,764,358 | 4,565,893      | 62,175         | 26,916,075                       |
| J.V. Shields, Jr. | 166,755,872 | 1,570,704      | 65,850         | 26,916,075                       |
| David V. Singer   | 167,776,298 | 434,771        | 181,357        | 26,916,075                       |
| James T. Spear    | 167,812,721 | 396,918        | 182,787        | 26,916,075                       |
| Melvin T. Smith   | 167,303,621 | 935,876        | 152,929        | 26,916,075                       |

- (2) To hold an advisory vote on the compensation of the Company's named executive officers:

|                  |             |
|------------------|-------------|
| For              | 165,699,555 |
| Against          | 2,349,294   |
| Abstain          | 343,577     |
| Broker Non-Votes | 26,916,075  |

- (3) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016:

|                  |             |
|------------------|-------------|
| For              | 194,164,152 |
| Against          | 917,303     |
| Abstain          | 227,046     |
| Broker Non-Votes |             |

- (4) Shareholder proposal regarding shareholder approval of certain future severance agreements for senior executives:

|                  |             |
|------------------|-------------|
| For              | 37,115,425  |
| Against          | 129,747,376 |
| Abstain          | 1,529,625   |
| Broker Non-Votes | 26,916,075  |

With respect to Proposal 1, each of the director-nominees received a majority of votes cast in the election of directors, and each was elected to serve for a term of one year.

Proposals 2 and 3 each received the affirmative vote of a majority of votes cast and therefore passed.

Proposal 4 did not receive the affirmative vote of a majority of votes cast and therefore did not pass.

**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, thereunto duly authorized.

**FLOWERS FOODS, INC.**

By: /s/ R. Steve Kinsey  
Name: R. Steve Kinsey  
Executive Vice President and Chief Financial  
Title: Officer

Date: July 29, 2016