

MONRO MUFFLER BRAKE INC  
Form 8-K  
August 06, 2015

**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):**

**August 4, 2015**

**MONRO MUFFLER BRAKE, INC.**

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

**New York**  
**(State of Incorporation)**

**0-19357**  
**(Commission**  
**File Number)**

**16-0838627**  
**(I.R.S. Employer**  
**Identification No.)**

**200 Holleder Parkway, Rochester, New York**  
**(Address of Principal Executive Offices)**

**14615**  
**(Zip Code)**

**Registrant's telephone number, including area code (585) 647-6400**

**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 (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 Annual Meeting of Shareholders ( Annual Meeting ) of Monro Muffler Brake, Inc. (the Company ) was held on August 4, 2015. At the Annual Meeting, the Company s shareholders voted on each of the matters described below. Approximately 31,326,241 shares (representing 97.9% of total shares outstanding and entitled to vote) were present at the Annual Meeting either in person or by proxy.

1. The Company s shareholders elected five directors to Class 2 of the Board of Directors to serve a two-year term, until their successors have been elected and qualified at the 2017 annual meeting of shareholders. The number of shares that (i) voted for the election of each director and (ii) withheld authority to vote for each director, as well as the number of broker non-votes, are set forth in the table below.

| <b>Nominee</b>        | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|-----------------------|-------------------------|
| Frederick M. Danziger | 29,289,013       | 826,152               | 1,211,076               |
| Robert G. Gross       | 28,396,096       | 1,719,069             | 1,211,076               |
| Stephen C. McCluski   | 29,218,613       | 896,552               | 1,211,076               |
| Robert E. Mellor      | 29,877,265       | 237,900               | 1,211,076               |
| Peter J. Solomon      | 26,386,862       | 3,728,303             | 1,211,076               |

2. The Company s shareholders voted for approval of an advisory resolution regarding executive compensation. The number of shares that voted for, against or abstained from voting for executive compensation and the number of broker non-votes, are set forth in the table below.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 29,953,033       | 69,722               | 92,408             | 1,211,078               |

3. The Company s shareholders ratified the re-appointment of PricewaterhouseCoopers, LLP as the Company s independent registered public accounting firm for the fiscal year ending March 26, 2016. The number of shares that voted for, against or abstained from voting for the ratification of the selection of PricewaterhouseCoopers, LLP are summarized in the table below.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 30,974,148       | 280,207              | 71,886             |

Item 8.01 Voluntary Disclosure of Other Events

On August 4, 2015, the Board of Directors declared a quarterly cash dividend of \$.15 per share for the second quarter of the Company's 2016 fiscal year, ending March 26, 2016. The dividend is payable on August 27, 2015 to shareholders of record as of August 17, 2015, including shares of common stock to which the holders of the Company's Class C Convertible Preferred Stock are entitled.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) The following is a list of exhibits furnished with this Current Report on Form 8-K:

| Exhibit<br>No. | Description                          |
|----------------|--------------------------------------|
| 99.1           | Press release, dated August 5, 2015. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONRO MUFFLER BRAKE, INC.  
(Registrant)

August 6, 2015

By: /s/ Catherine D Amico  
Catherine D Amico  
Executive Vice President Finance, Treasurer and  
Chief Financial Officer