

WEIS MARKETS INC
Form 8-K
May 04, 2011

**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): April 28, 2011

WEIS MARKETS, INC.

(Exact Name of Registrant as Specified in Charter)

Pennsylvania

(State or Other Jurisdiction of Incorporation)

1-5039

(Commission File Number)

24-0755415

(IRS Employer Identification No.)

1000 South Second Street

Sunbury, PA

(Address of Principal Executive Offices)

17801

(Zip Code)

Registrant's telephone number, including area code: **(570) 286-4571**

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 (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(b) under the Exchange Act (17 CFR 240.14a-12(b))
 - 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of the Shareholders of Weis Markets, Inc. was held on Thursday, April 28, 2011, at 10:00 a.m., Eastern Daylight Time, at the principal office of the Company, 1000 South Second Street, Sunbury, PA 17801. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. There was no solicitation in opposition to the nominees as listed in the proxy statement. The meeting was held for the following purposes:

Management Proposal #1: Election of Directors

All seven nominees for director, as listed below, were elected. The term of the directors will be until the next Annual Meeting of Shareholders or until their respective successors have qualified. The results of the election of directors were as follows:

| <u>Director</u> | <u>Votes Cast For</u> | <u>Votes Cast Against</u> | <u>Votes Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------|---------------------------|-------------------------------|---------------------------|----------------|-----------------------------|
| Robert F. Weis | 20,577,262 | --- | 2,979,048 | --- | 1,498,877 |
| Jonathan H. Weis | 18,636,132 | --- | 4,920,178 | --- | 1,498,877 |
| David J. Hepfinger | 20,602,157 | --- | 2,954,153 | --- | 1,498,877 |
| Harold G. Graber Jr. | 20,534,317 | --- | 3,021,993 | --- | 1,498,877 |
| Gerrald B. Silverman | 22,512,459 | --- | 1,043,851 | --- | 1,498,877 |
| Steven C. Smith | 20,268,281 | --- | 3,288,029 | --- | 1,498,877 |
| Glenn D. Steele Jr. | 20,266,850 | --- | 3,289,460 | --- | 1,498,877 |

Management Proposal #2: Ratification of Appointment of the Independent Registered Public Accounting Firm

The shareholders voted upon and approved the ratification of appointment of the independent registered public accounting firm for the year ending December 31, 2011. The result of the ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company was as follows:

| <u>Votes Cast For</u> | <u>Votes Cast Against</u> | <u>Votes Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------------|-------------------------------|---------------------------|----------------|-----------------------------|
| 20,005,574 | 5,035,965 | --- | 13,648 | --- |

Management Proposal #3: Advisory (Non-Binding) Vote on Executive Compensation

The shareholders voted upon and approved, by an advisory (non-binding) vote, the executive compensation of the Company's named executive officers. The result of the advisory (non-binding) vote on the executive compensation of the Company's named executive officers was as follows:

| <u>Votes Cast For</u> | <u>Votes Cast Against</u> | <u>Votes Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------------|-------------------------------|---------------------------|----------------|-----------------------------|
| 21,235,077 | 2,176,904 | --- | 144,327 | 1,498,879 |

Management Proposal #4: Advisory (Non-Binding) Vote on the Frequency of the Advisory Vote on Executive Compensation

The shareholders voted upon and recommended, by an advisory (non-binding) vote, to hold future advisory votes on executive compensation every three years. The Company will hold such a vote every three years. The result of the advisory (non-binding) vote on the frequency of the future advisory votes on the executive compensation of the

Company's named executive officers was as follows:

| | <u>3 Years</u> | <u>2 Years</u> | <u>1 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|--|----------------|----------------|----------------|----------------|-----------------------------|
| | 17,868,832 | 53,870 | 5,484,211 | 149,390 | 1,498,884 |

Proposal #5: Shareholder Proposal

The shareholders voted upon and did not approve the shareholder proposal regarding the adoption of a policy providing that, whenever possible, only independent directors shall serve on the Compensation Committee. The result of the shareholder proposal was as follows:

| <u>Votes Cast For</u> | <u>Votes Cast Against</u> | <u>Votes Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------------|-------------------------------|---------------------------|----------------|-----------------------------|
| 3,212,429 | 20,128,503 | --- | 215,375 | 1,498,880 |

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.

WEIS MARKETS, INC.

By: /s/Scott F. Frost

Name: Scott F. Frost

Title: Senior Vice President, Chief Financial
Officer

and Treasurer

(Principal Financial Officer)

Dated: May 4, 2011