

SANDERSON FARMS INC  
Form 8-K  
February 17, 2015

**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 12, 2015**

**SANDERSON FARMS, INC.**

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

**Mississippi  
(State or other jurisdiction  
of incorporation)**

**1-14977  
(Commission  
File Number)**

**64-0615843  
(I.R.S. Employer  
Identification No.)**

**127 Flynt Road**

**39443**

**Laurel, Mississippi**  
**(Address of principal executive offices)**

**(601) 649-4030**

**(Zip Code)**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box 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 Registrant held its annual meeting of stockholders on February 12, 2015. At the meeting, the stockholders took the following actions:

1. The stockholders voted to re-elect the following Class B directors for a three-year term by the votes set forth below:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
John H. Baker, III	16,342,006	433,159	2,007,412
John Bierbusse	16,377,169	397,996	2,007,412
Mike Cockrell	15,612,518	1,162,647	2,007,412

2. The stockholders voted to approve, in a non-binding advisory vote pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), the compensation of the Company's Named Executive Officers, as disclosed pursuant to Item 402 of Securities and Exchange Commission Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and narrative disclosures, in the Registrant's definitive proxy statement filed January 15, 2015, by the votes set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
16,168,686	497,272	109,208	2,007,412

3. The stockholders voted to ratify and approve the selection of Ernst & Young LLP as the Registrant's independent auditors for the fiscal year ending October 31, 2015, by the votes set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
18,644,472	49,359	88,746	0

**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.

**SANDERSON FARMS, INC.**

(Registrant)

*Date: February 16, 2015*

*By: /s/ D. Michael Cockrell  
D. Michael Cockrell  
Treasurer and Chief Financial Officer*