

FLOWERS FOODS INC
Form 8-K
May 28, 2013

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): May 28, 2013 (May 22, 2013)

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 Instruction A.2. below):

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- .. 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 22, 2013, Flowers Foods, Inc. (the Company) held its Annual Meeting of Shareholders in Thomasville, Georgia for the following purposes and with the following voting results:

- (1) To elect five nominees as directors of the Company, one to serve in Class I until 2014 and four to serve in Class III until 2016:

| Class I Director: | For | Withheld | Broker Non-Votes |
|-----------------------------|-------------|-----------------|-------------------------|
| Allen L. Shiver | 118,216,645 | 953,289 | 11,502,399 |
| Class III Directors: | For | Withheld | Broker Non-Votes |
| Franklin L. Burke | 118,017,146 | 1,152,788 | 11,502,399 |
| George E. Deese | 115,697,650 | 3,472,284 | 11,502,399 |
| Manuel A. Fernandez | 117,624,103 | 1,545,831 | 11,502,399 |
| Melvin T. Stith | 117,845,751 | 1,324,183 | 11,502,399 |

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

| | |
|------------------|-------------|
| For | 116,694,383 |
| Against | 518,482 |
| Abstain | 1,957,069 |
| Broker Non-Votes | 11,502,399 |

- (3) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2013:

| | |
|------------------|-------------|
| For | 129,928,982 |
| Against | 586,793 |
| Abstain | 156,558 |
| Broker Non-Votes | |

With respect to Proposal 1, each of the director-nominees received a plurality of votes cast in the election of directors. Mr. Shiver was elected to serve in Class I for a term of one year and each of the other director-nominees was elected to serve in Class III for a term of three years. Proposals 2 and 3 both received a majority of votes cast and therefore passed.

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.

FLOWERS FOODS, INC.

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

Date: May 28, 2013