

SANFILIPPO JOHN B & SON INC  
Form 8-K  
November 01, 2012

**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): November 1, 2012 (October 30, 2012)**

**JOHN B. SANFILIPPO & SON, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-19681**  
(Commission

File Number)

**36-2419677**  
(I.R.S. Employer

Identification Number)

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1703 North Randall Road, Elgin, Illinois 60123-7820

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 289-1800

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 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics**

On October 30, 2012, the Board of Directors of John B. Sanfilippo & Son, Inc. (the Registrant) approved and adopted an amendment to the Registrant's Code of Conduct (as amended, the Code). The Code was amended to cross reference the Registrant's recently adopted Anticorruption Policy.

The approval and adoption of the amendment did not result in any waiver, explicit or implicit, of any provision of the Code. The Code does not replace, but is in addition to, the Registrant's separate Code of Ethics.

The foregoing summary of the amendment and the Code is subject to, and qualified in its entirety by, reference to the full text of the Code (a fully amended and restated copy of which is attached hereto as Exhibit 14.1 and incorporated herein by reference). The Code has been posted on the Investor Relations section of our website at [www.jbssinc.com](http://www.jbssinc.com).

**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On October 30, 2012, the Registrant held the annual meeting of its stockholders.

(b) The final results of voting for each matter submitted to a vote of stockholders at the meeting are set forth below.

(i) The following directors were elected at the meeting and the voting for each director was as follows (with Common Stock and Class A Common Stock stockholders voting separately):

Nominee	For	Withhold	Broker Non-Vote
(Common Stock Directors and Voting Results)			
Governor Jim Edgar	5,012,825	264,929	2,059,257
Daniel M. Wright	5,031,737	246,017	2,059,257
Ellen C. Taaffe	5,031,887	245,867	2,059,257

(Class A Common Stock Directors and Voting Results)

Jasper B. Sanfilippo, Sr.	2,597,426	0	0
Jasper B. Sanfilippo, Jr.	2,597,426	0	0
Jeffrey T. Sanfilippo	2,597,426	0	0
Mathias A. Valentine	2,597,426	0	0
Michael J. Valentine	2,597,426	0	0
Timothy R. Donovan	2,597,426	0	0

(ii) The Audit Committee's appointment of PricewaterhouseCoopers LLP as the Registrant's independent registered public accounting firm for the 2013 fiscal year was ratified by the following vote (with Common Stock and Class A Common Stock stockholders voting together):

	For	Against	Abstain	Broker Non-Vote
PricewaterhouseCoopers LLP	33,254,842	48,724	7,705	0

(iii) The advisory vote on executive compensation was approved by the following vote (with Common Stock and Class A Common Stock stockholders voting together):

	For	Against	Abstain	Broker Non-Votes
Advisory vote on executive compensation	31,124,277	95,357	32,380	2,059,257

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

The exhibit furnished herewith is listed in the Exhibit Index which follows the signature page of this Current Report on Form 8-K.

**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.

**JOHN B. SANFILIPPO & SON, INC.**

(Registrant)

Date: November 1, 2012

By: /s/ Michael J. Valentine

Name: Michael J. Valentine

Title: Chief Financial Officer, Group President and Secretary

**EXHIBIT INDEX**

Exhibit	Description
14.1	Code of Conduct (as amended and restated in full)