

WINMARK CORP  
Form 8-K  
May 09, 2006

# 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 3, 2006**

## Winmark Corporation

(Exact Name of Registrant as Specified in Its Charter)

**Minnesota**

(State or Other Jurisdiction of Incorporation)

**000-22012**  
(Commission File Number)

**41-1622691**  
(I.R.S. Employer Identification Number)

**4200 Dahlberg Drive, Suite 100 Golden Valley, MN 55422-4837**  
(Address of Principal Executive Offices) (Zip Code)

**(612) 520-8500**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01**                      **Entry Into Material Definitive Agreement.**

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At the regularly scheduled Annual Meeting of Shareholders of Winmark Corporation (the Company ) held on May 3, 2006, the Company s shareholders approved a resolution (as described more completely in the Company s definitive Proxy Statement filed with the United States Securities and Exchange Commission on March 30, 2006) to amend the Company s 2001 Stock Option Plan (the Plan ) to increase the number of approved and reserved shares of Common Stock under the Plan from 500,000 to 750,000. The Plan remains unchanged in all respects.

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.

WINMARK CORPORATION

Date: May 9, 2006

By /s/ Catherine P. Heaven  
Catherine P. Heaven  
General Counsel