

WINMARK CORP  
Form 8-K  
January 19, 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): **January 18, 2012**

**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)

**605 Highway 169 North, Suite 400, Minneapolis, Minnesota 55441**

(Address of Principal Executive Offices) (Zip Code)

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**(763) 520-8500**

(Registrant's Telephone Number, Including Area Code)

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:

- 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))
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Item 7.01 Regulation FD Disclosure

On January 18, 2012, Winmark Corporation (the Company) announced in a press release that its Board of Directors has approved the payment of a quarterly cash dividend to shareholders. The quarterly dividend of \$0.03 per share will be paid on March 1, 2012 to shareholders of record on the close of business on February 8, 2012. Additionally, the Board of Directors has approved the payment of a special dividend to shareholders. The special dividend of \$5.00 per share will be paid on March 1, 2012 to shareholders of record on the close of business on February 8, 2012. The total amount of the special dividend payment will be approximately \$25.0 million based on the current number of shares outstanding. Future dividends will be subject to Board approval. It is anticipated that Winmark will use a combination of cash on hand as well as bank borrowings to finance the special dividend. A copy of the press release is attached as Exhibit 99.1 of this Current Report on Form 8-K.

Item 8.01 Other Events

On January 18, 2012, Winmark Corporation (the Company) announced in a press release that its Board of Directors has approved the payment of a quarterly cash dividend to shareholders. The quarterly dividend of \$0.03 per share will be paid on March 1, 2012 to shareholders of record on the close of business on February 8, 2012. Additionally, the Board of Directors has approved the payment of a special dividend to shareholders. The special dividend of \$5.00 per share will be paid on March 1, 2012 to shareholders of record on the close of business on February 8, 2012. The total amount of the special dividend payment will be approximately \$25.0 million based on the current number of shares outstanding. Future dividends will be subject to Board approval. It is anticipated that Winmark will use a combination of cash on hand as well as bank borrowings to finance the special dividend. A copy of the press release is attached as Exhibit 99.1 of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated January 18, 2012

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

WINMARK CORPORATION

Date: January 19, 2012

By:

/s/ Anthony D. Ishaug  
Anthony D. Ishaug  
Chief Financial Officer and Treasurer

EXHIBIT INDEX

to

Form 8-K

Winmark Corporation

**Exhibit Number**

**Exhibit Description**

99.1 Press Release dated January 18, 2012

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