

CALAVO GROWERS INC  
Form 8-K  
May 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): April 25, 2012**

**CALAVO GROWERS, INC.**

(Exact Name of Registrant as Specified in Charter)

**California**  
(State or Other Jurisdiction  
of Incorporation)

**000-33385**  
(Commission  
File Number)

**33-0945304**  
(IRS Employer  
Identification No.)

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**1141-A Cummings Road, Santa Paula, California 93060**  
(Address of Principal Executive Offices) (Zip Code)

(Former Name or Former Address, if Changed Since Last Report)  
Registrant's telephone number, including area code: (805) 525-1245

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))

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

On April 25, 2012, we held the annual meeting of shareholders of Calavo Growers, Inc. at 15765 W. Telegraph Road, Santa Paula, California, 93060. At the meeting, the holders of our outstanding common stock acted on the following matters:

(1) The shareholders voted on a cumulative basis and elected the following 13 directors, each to serve for a term of one year. Each nominee received the following votes:

Name of Nominee	Votes For	Votes Withheld	Broker Non-Votes
Lecil E. Cole	17,621,021	1,682,955	1,887,002
George H. Barnes	6,123,171	1,207,315	1,887,002
James D. Helin	6,960,204	375,282	1,887,002
Donald M. Sanders	4,962,570	2,367,916	1,887,002
Marc L. Brown	6,366,345	2,977,141	1,887,002
Alva V. Snider	6,134,811	1,214,603	1,887,002
Scott Van Der Kar	7,204,981	2,351,134	1,887,002
J. Link Leavens	8,738,339	2,351,241	1,887,002
Dorcas H. McFarlane	6,400,217	2,351,943	1,887,002
John M. Hunt	6,136,324	1,729,162	1,887,002
Egidio Carbone, Jr.	7,119,284	358,757	1,887,002
Harold Edwards	13,620,126	2,368,360	1,887,002
Steven Hollister	6,974,026	356,460	1,887,002

(2) The shareholders voted for the ratification of the appointment of Ernst & Young LLP as our independent accountants for fiscal 2012. Votes cast were as follows:

For	11,435,274
Against	61,168
Abstain	52,143
Broker Non-Votes	34,237

(3) The shareholders voted on an advisory basis to approve the compensation of the executive officers of Calavo Growers, Inc. as disclosed in the company's 2012 proxy statement. Votes cast were as follows:

For	9,290,241
Against	160,043
Abstain	254,144
Broker Non-Votes	1,878,394

**SIGNATURE**

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.

April 30, 2012

Calavo Growers, Inc.

By: /s/ Lecil E. Cole  
Lecil E. Cole

Chairman of the Board of Directors, Chief Executive  
Officer and President

(Principal Executive Officer)