

SpartanNash Co
Form 8-K
May 24, 2018
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 24, 2018

SpartanNash Company

(Exact Name of Registrant as Specified in Charter)

| | | |
|------------------------------|--------------|---------------------|
| Michigan | 000-31127 | 38-0593940 |
| (State or Other Jurisdiction | (Commission | (IRS Employer |
| of Incorporation) | File Number) | Identification no.) |

850 76th Street, S.W.

49518-8700

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P.O. Box 8700

Grand Rapids, Michigan

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (616) 878-2000

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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The Company held its annual meeting of shareholders on May 23, 2018. At that meeting, the Company's shareholders voted on the matters set forth below:

1. All of the nominees for election to the Board of Directors were elected, each for a term of office expiring at the annual meeting of shareholders to be held in 2019, by the following vote:

| | Votes Cast | | |
|----------------------|------------|----------|------------------|
| | For | Withheld | Broker Non-Votes |
| M. Shân Atkins | 29,765,763 | 669,412 | 2,757,721 |
| Dennis Eidson | 29,774,040 | 661,135 | 2,757,721 |
| Frank M. Gambino | 29,763,195 | 671,980 | 2,757,721 |
| Douglas A. Hacker | 30,155,599 | 279,576 | 2,757,721 |
| Yvonne R. Jackson | 30,083,082 | 352,093 | 2,757,721 |
| Matthew Mannelly | 30,238,311 | 196,864 | 2,757,721 |
| Elizabeth A. Nickels | 29,777,434 | 657,741 | 2,757,721 |
| Hawthorne L. Proctor | 30,228,941 | 206,234 | 2,757,721 |
| David M. Staples | 30,224,442 | 210,733 | 2,757,721 |
| Gregg A. Tanner | 30,234,753 | 200,422 | 2,757,721 |
| William R. Voss | 30,211,075 | 224,100 | 2,757,721 |

2. Shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement, by the following vote:

| | |
|------------------|------------|
| Votes for | 28,564,578 |
| Votes against | 1,851,855 |
| Abstentions | 18,742 |
| Broker Non-Votes | 2,757,721 |

3. Shareholders approved a proposal to ratify the selection of Deloitte & Touche LLP as the Company's independent auditors for the current fiscal year ending December 29, 2018 by the following vote:

| | |
|------------------|------------|
| Votes for | 32,588,808 |
| Votes against | 594,327 |
| Abstentions | 9,761 |
| Broker Non-Votes | 0 |

Item 7.01 Regulation FD Disclosure.

On May 24, 2018, the Company issued a press release announcing that Doug Hacker has been elected Lead Independent Director of the Board of Directors. The press release is attached to this report as Exhibit 99.1 and is incorporated here by reference.

The Company also issued a press release announcing the results of voting at the annual meeting. The press release is attached to this report as Exhibit 99.2 and is incorporated here by reference.

The information reported in this Item 7.01 (including the press releases) is furnished to and not "filed" with the Commission for the purposes of the Securities Exchange Act of 1934, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits: The following document is attached as an exhibit to this report on Form 8-K:

Exhibit No. Description

99.1 Press Release dated May 24, 2018.

99.2 Press Release dated May 24, 2018.

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 thereunto duly authorized.

Date: May 24, 2018 SpartanNash Company

By:

/s/ Mark Shamber
Mark Shamber

Executive Vice
President and

Chief Financial Officer