

CALAVO GROWERS INC  
Form 8-K  
April 27, 2015

**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 22, 2015**

**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.)**

**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 22, 2015, 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:

<b>Name of Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Lecil E. Cole	17,011,381	2,564,171	2,167,921
George H. Barnes	8,381,281	1,662,294	2,167,921
James D. Helin	9,003,472	1,062,853	2,167,921
Donald M. Sanders	10,624,832	2,623,607	2,167,921
Marc L. Brown	5,498,276	4,568,049	2,167,921
Michael A. DiGregorio	9,234,373	809,202	2,167,921
Scott Van Der Kar	7,394,897	3,107,903	2,167,921
J. Link Leavens	11,851,216	3,108,309	2,167,921
Dorcas H. Thille	7,642,057	2,716,547	2,167,921
John M. Hunt	5,929,959	4,770,116	2,167,921
Egidio Carbone, Jr.	9,484,955	811,249	2,167,921
Harold Edwards	6,959,088	3,107,237	2,167,921
Steven Hollister	9,256,120	787,455	2,167,921

(2) The shareholders voted for the ratification of the appointment of Ernst & Young LLP as our independent accountants for fiscal 2015. Votes cast were as follows:

For	12,835,139
Against	704,885
Abstain	164,120

(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 2015 proxy statement. Votes cast were as follows:

For	11,236,345
Against	84,871
Abstain	215,007
Broker Non-Votes	2,167,921

**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.

Calavo Growers, Inc.

April 27, 2015

By: /s/ Lecil E. Cole  
Lecil E. Cole  
Chairman of the Board of Directors, Chief Executive  
Officer and President  
(Principal Executive Officer)