AFC ENTERPRISES INC

FORM 8-K
(Current report filing)

Filed 05/16/12 for the Period Ending 05/15/12

Address 5555 GLENRIDGE CONNECTOR, NE, SUITE 300
ATLANTA, GA 30342
Telephone 4044594450
CIK 0001041379
Symbol AFCE
SIC Code 5812 - Eating Places
Industry Restaurants
Sector Services
Fiscal Year 12/30
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 15, 2012

AFC Enterprises, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Minnesota
(State or Other Jurisdiction of Incorporation)

000-32369
(Commission File Number)

58-2016606
(IRS Employer Identification No.)

400 Perimeter Center Terrace, Suite 1000, Atlanta, Georgia
(Address of Principal Executive Offices)

30346
(Zip Code)

(404) 459-4450
(Registrant’s Telephone Number, Including Area Code)

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

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 (see General Instruction A.2. below):

☐ 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 May 15, 2012, AFC Enterprises, Inc. (the “Company”) held its 2012 Annual Shareholders Meeting. The shareholders elected the following nominees to the board of directors to serve a one-year term with votes cast as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>For</th>
<th>Withheld</th>
<th>Non-votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>John M. Cranor, III</td>
<td>21,816,483</td>
<td>179,250</td>
<td>521,611</td>
</tr>
<tr>
<td>Carolyn Hogan Byrd</td>
<td>21,902,209</td>
<td>93,524</td>
<td>521,611</td>
</tr>
<tr>
<td>Krishnan Anand</td>
<td>21,823,572</td>
<td>172,161</td>
<td>521,611</td>
</tr>
<tr>
<td>John F. Hoffner</td>
<td>21,801,349</td>
<td>194,384</td>
<td>521,611</td>
</tr>
<tr>
<td>Victor Arias, Jr.</td>
<td>21,825,601</td>
<td>170,132</td>
<td>521,611</td>
</tr>
<tr>
<td>R. William Ide, III</td>
<td>21,952,899</td>
<td>42,834</td>
<td>521,611</td>
</tr>
<tr>
<td>Cheryl A. Bachelder</td>
<td>21,977,860</td>
<td>17,873</td>
<td>521,611</td>
</tr>
<tr>
<td>Kelvin J. Pennington</td>
<td>21,802,751</td>
<td>192,982</td>
<td>521,611</td>
</tr>
</tbody>
</table>

The shareholders also voted to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 30, 2012 with votes cast as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>For</th>
<th>Withheld</th>
<th>Non-votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>For: 22,419,120</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Against: 98,194</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Abstain: 30</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The shareholders also voted to approve, on an advisory basis, the compensation of the named executive officers with votes cast as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>For</th>
<th>Withheld</th>
<th>Non-votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>For: 21,116,369</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Against: 389,675</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Abstain: 489,689</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Non-votes: 521,611</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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.

AFC Enterprises, Inc.

By:  /s/ Harold M. Cohen
     Harold M. Cohen
     Senior Vice President, General Counsel,
     Chief Administrative Officer and
     Corporate Secretary

Date: May 16, 2012