

SANDERSON FARMS INC  
Form 8-K  
February 19, 2013

# **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): February 14, 2013**

## **SANDERSON FARMS, INC.**

**(Exact name of registrant as specified in its charter)**

**Mississippi**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-14977**  
**(Commission**  
  
**File Number)**

**64-0615843**  
**(I.R.S. Employer**  
  
**Identification No.)**

Edgar Filing: SANDERSON FARMS INC - Form 8-K

**127 Flynt Road**  
**Laurel, Mississippi**  
(Address of principal executive offices)

**(601) 649-4030**

**39443**  
(Zip Code)

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box 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))

**Section 5 Corporate Governance and Management****Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Registrant held its annual meeting of stockholders on February 14, 2013. A press release regarding the meeting is filed herewith as Exhibit 99.1. At the meeting, the stockholders took the following actions:

1. The stockholders voted to re-elect the following Class C directors for a three-year term by the votes set forth below:

| <b>Name</b>        | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------|------------|-----------------|-----------------------------|
| Fred Banks, Jr.    | 18,928,634 | 306,372         | 1,729,289                   |
| Toni D. Cooley     | 19,054,113 | 180,893         | 1,729,289                   |
| Robert C. Khayat   | 19,052,593 | 182,413         | 1,729,289                   |
| Dianne Mooney      | 19,033,231 | 201,775         | 1,729,289                   |
| Gail Jones Pittman | 19,010,733 | 224,273         | 1,729,289                   |

2. The stockholders voted to ratify and approve the selection of Ernst & Young LLP as the Registrant's independent auditors for the fiscal year ending October 31, 2013, by the votes set forth below:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 20,824,769 | 77,501         | 62,026         | N/A                         |

**Section 9 Financial Statements and Exhibits****Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are filed with this Current Report:

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                             |
|------------------------|----------------------------------------------------------------|
| 99.1                   | Press release of Sanderson Farms, Inc. dated February 14, 2013 |

**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.

**SANDERSON FARMS, INC.**

(Registrant)

*Date: February 18th, 2013*

*By: /s/ D. Michael Cockrell  
D. Michael Cockrell  
Treasurer and Chief Financial Officer*

**EXHIBIT INDEX**

| Exhibit<br>No. | Description                                                    |
|----------------|----------------------------------------------------------------|
| 99.1           | Press release of Sanderson Farms, Inc. dated February 14, 2013 |