

LUBYS INC  
Form 8-K  
February 09, 2016

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**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): February 4, 2016

**LUBY'S, INC.**

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

**Delaware**

*(State or other jurisdiction of incorporation)*

**1-8308**

*(Commission File Number)*

**74-1335253**

*(I.R.S. Employer Identification No.)*

**13111 Northwest Freeway, Suite 600**

**Houston, Texas**

**77040**

*(Address of principal executive offices) (Zip Code)*

Registrant's telephone number, including area code: **(713) 329-6800**

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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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

***Employment Agreement Amendment***

On February 4, 2016, Luby's, Inc. (the "Company") entered into a second amendment (the "Amendment") to the Employment Agreement dated January 24, 2014 (the "Original Agreement") between the Company and Christopher J. Pappas.

The Amendment extended the term of the Original Agreement to August 31, 2017. The Amendment did not change any other terms of the Original Agreement.

The Amendment was approved by the independent directors of the Company's Board of Directors.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

In addition, the Company's Board of Directors approved a cash bonus to Mr. Pappas in the amount of \$225,000.

***Luby's Incentive Stock Plan***

On February 4, 2016, at the 2016 Annual Meeting of Shareholders (the "2016 Annual Meeting") of the Company, the Company's shareholders approved the Luby's Incentive Stock Plan (the "Stock Plan"). A summary of the Stock Plan is set forth under the caption "APPROVAL OF THE LUBY'S INCENTIVE STOCK PLAN (Item 4)" in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on December 16, 2015 (the "Proxy Statement") and is incorporated herein by reference. The summary of the Stock Plan set forth therein does not purport to be complete and is qualified in its entirety by reference to the full text of the Stock Plan, which is filed as Annex A and Annex B (Certain Federal Income Tax Aspects) to the Proxy Statement and is incorporated herein by reference.

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

At the 2016 Annual Meeting, the proposals submitted to the Company's shareholders, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to such matters, were as stated below. For more information about any of the proposals below please see the Proxy Statement.

The following nominees for directors were elected to serve one-year terms expiring at the 2017 annual meeting of shareholders:

| <b><u>Nominee</u></b>       | <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstentions</u></b> | <b><u>Broker Non-votes</u></b> |
|-----------------------------|-------------------|-----------------------|---------------------------|--------------------------------|
| Gerald W. Bodzy             | 18,370,585        | 185,408               | 2,415                     | 8,208,897                      |
| Judith Craven, M.D., M.P.H. | 18,364,235        | 190,739               | 3,434                     | 8,208,897                      |
| Arthur Emerson              | 18,368,328        | 187,762               | 2,318                     | 8,208,897                      |
| Jill Griffin                | 18,366,628        | 189,239               | 2,541                     | 8,208,897                      |
| J.S.B. Jenkins              | 18,366,500        | 189,143               | 2,765                     | 8,208,897                      |
| Frank Markantonis           | 18,330,126        | 225,384               | 2,898                     | 8,208,897                      |
| Joe McKinney                | 18,367,151        | 189,134               | 2,123                     | 8,208,897                      |
| Gasper Mir, III             | 18,367,708        | 188,280               | 2,420                     | 8,208,897                      |
| Christopher J. Pappas       | 18,362,510        | 193,548               | 2,350                     | 8,208,897                      |
| Harris J. Pappas            | 18,348,279        | 204,084               | 6,045                     | 8,208,897                      |
| Peter Tropoli               | 18,358,029        | 198,059               | 2,320                     | 8,208,897                      |

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The appointment of Grant Thornton LLP as independent public accounting firm for the Company for the 2016 fiscal year was ratified:

| <u>For</u> | <u>Against Abstentions</u> | <u>Broker Non-votes</u> |
|------------|----------------------------|-------------------------|
| 26,200,637 | 539,742                    | 26,926                  |
|            |                            | —                       |

The advisory vote on the compensation of the Company's named Executive Officers was approved:

| <u>For</u> | <u>Against Abstentions</u> | <u>Broker Non-votes</u> |
|------------|----------------------------|-------------------------|
| 18,104,236 | 432,751                    | 21,421                  |
|            |                            | 8,208,897               |

The vote on the Luby's Incentive Stock Plan was approved:

| <u>For</u> | <u>Against Abstentions</u> | <u>Broker Non-votes</u> |
|------------|----------------------------|-------------------------|
| 18,026,817 | 519,955                    | 11,636                  |
|            |                            | 8,208,897               |

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

Exhibit 10.1 Second Amendment dated as of February 4, 2016 to Employment Agreement dated as of January 24, 2014 between Luby's, Inc. and Christopher J. Pappas.

**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.

Date: February 9, 2016

LUBY'S, INC.

By: /s/ Christopher J. Pappas  
Christopher J. Pappas  
President and Chief Executive Officer

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**Exhibit Index**

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                  between Luby's, Inc. and Christopher J. Pappas.