

TYSON FOODS INC
Form 8-K
February 05, 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): January 30, 2015

Tyson Foods, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation or organization)

001-14704
(Commission File Number)

71-0225165
(IRS Employer Identification No.)

2200 Don Tyson Parkway, Springdale, AR 72762-6999
(479) 290-4000
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

Not applicable
(Former name, former address and former fiscal year, if applicable)

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))
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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.

On January 30, 2015, Albert C. Zapanta retired as director of Tyson Foods, Inc. (the "Company").

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

The annual meeting of the shareholders of the Company was held on January 30, 2015. Matters voted on by shareholders included (i) the election of directors of the Company's board, (ii) ratification of the Company's selection of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the fiscal year ending October 3, 2015, (iii) a shareholder proposal to adopt and implement a water stewardship policy ("Shareholder Proposal No. 1"), (iv) a shareholder proposal to adopt a recapitalization plan for all outstanding stock ("Shareholder Proposal No. 2"), and (v) a shareholder proposal for an annual public report related to the Company's palm oil supply chain ("Shareholder Proposal No. 3"). The results of the shareholders' votes are reported below.

(i) With respect to the election of directors:

| Directors | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------------------|-------------|---------------|-----------------|------------------|
| John Tyson | 902,981,820 | 9,453,598 | 1,423,492 | 20,860,065 |
| Kathleen M. Bader | 911,899,466 | 532,940 | 1,426,504 | 20,860,065 |
| Gaurdie E. Banister Jr. | 911,623,607 | 806,637 | 1,428,666 | 20,860,065 |
| Jim Keever | 907,820,766 | 4,606,519 | 1,431,625 | 20,860,065 |
| Kevin M. McNamara | 911,642,970 | 786,927 | 1,429,013 | 20,860,065 |
| Brad T. Sauer | 904,301,460 | 8,127,089 | 1,430,361 | 20,860,065 |
| Donnie Smith | 910,960,656 | 1,484,038 | 1,414,216 | 20,860,065 |
| Robert Thurber | 909,685,632 | 2,747,801 | 1,425,477 | 20,860,065 |
| Barbara A. Tyson | 903,023,982 | 9,427,293 | 1,407,635 | 20,860,065 |

(ii) With respect to the ratification of the Company's selection of PwC:

| | |
|-----------------|-------------|
| Votes For | 931,126,456 |
| Votes Against | 2,158,173 |
| Votes Abstained | 1,434,346 |

(iii) With respect to Shareholder Proposal No. 1:

| | |
|------------------|-------------|
| Votes For | 99,368,343 |
| Votes Against | 793,050,248 |
| Votes Abstained | 21,440,319 |
| Broker Non-Votes | 20,860,065 |

(iv) With respect to Shareholder Proposal No. 2:

| | |
|------------------|-------------|
| Votes For | 197,090,730 |
| Votes Against | 713,717,002 |
| Votes Abstained | 3,051,178 |
| Broker Non-Votes | 20,860,065 |

(v) With respect to Shareholder Proposal No. 3:

| | |
|------------------|-------------|
| Votes For | 86,946,649 |
| Votes Against | 808,046,638 |
| Votes Abstained | 18,865,623 |
| Broker Non-Votes | 20,860,065 |

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.

TYSON FOODS, INC.

Date: February 5, 2015

By: /s/ R. Read Hudson

Name: R. Read Hudson

Title: Vice President, Associate General
Counsel and Secretary