

Wingstop Inc.
Form 8-K
May 04, 2018

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): May 2, 2018

WINGSTOP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

5501 LBJ Freeway, 5th Floor, Dallas, Texas

001-37425
(Commission

File Number)

47-3494862
(IRS Employer

Identification No.)

75240

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (972) 686-6500

N/A

(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 2, 2018, Wingstop Inc. (the *Company*) held its 2018 Annual Meeting of Stockholders (the *Annual Meeting*), at which the following proposals were voted upon:

Proposal 1: Election of Kilandigalu (Kay) M. Madati and Charles R. Morrison to the Company's Board of Directors (the *Board*), each to serve for a three-year term until the annual meeting of stockholders to be held in 2021.

| Nominee | Votes Cast For | Votes Withheld | Broker Non-Votes |
|-----------------------------|----------------|----------------|------------------|
| Kilandigalu (Kay) M. Madati | 18,189,008 | 8,603,229 | 794,185 |
| Charles R. Morrison | 19,991,366 | 6,800,871 | 794,185 |

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm.

| Votes Cast For | Votes Cast Against | Abstentions |
|----------------|--------------------|-------------|
| 27,520,491 | 24,520 | 41,411 |

Proposal 3: Advisory vote to approve executive compensation.

| Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 26,024,558 | 726,279 | 41,398 | 794,187 |

Proposal 4: Advisory vote to determine the frequency of future advisory votes on the Company's executive compensation.

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|---------|-------------|------------------|
| 26,541,134 | 9,959 | 197,209 | 43,933 | 794,187 |

Based on these results and consistent with the Company's recommendation, the Board has determined that the Company will conduct future advisory votes on the compensation of the Company's named executive officers every year. This policy will remain in effect until the next stockholder vote on the frequency of advisory votes on executive compensation, which is expected to occur at the Company's 2024 annual meeting of stockholders.

Each of the proposals acted upon by the Company's stockholders at the Annual Meeting received a sufficient number of votes to be approved.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WINGSTOP INC.

Date: May 4, 2018

By: /s/ Michael J. Skipworth
Chief Financial Officer
(Principal Financial and Accounting Officer)