

DARDEN RESTAURANTS INC

Form 8-K

September 28, 2011

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: September 22, 2011

(Date of earliest event reported)

DARDEN RESTAURANTS, INC.
(Exact name of registrant as specified in its charter)

Commission File Number: 1-13666

| | |
|---|-----------------------------------|
| Florida | 59-3305930 |
| (State or other jurisdiction of incorporation) | (IRS Employer Identification No.) |
| 1000 Darden Center Drive, Orlando, Florida 32837 | |
| (Address of principal executive offices, including zip code) | |
| (407) 245-4000 | |
| (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:

- .. 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 2.02 Results of Operations and Financial Condition.

Darden Restaurants, Inc. (the “Company”) issued a news release dated September 28, 2011, entitled “Darden Restaurants Reports First Quarter Diluted Net Earnings Per Share Of 78 Cents; Declares A Quarterly Dividend Of 43 Cents Per Share,” a copy of which is furnished as Exhibit 99 to this Current Report on Form 8-K.

The information in this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 2.02 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 5.07 Submission of Matters to a Vote of Security Holders

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(a) The Company's Annual Meeting of Shareholders was held on September 22, 2011 in Orlando, Florida.

(b) The name of each director elected at the meeting, a brief description of each other matter voted upon, and the voting results, are provided below. At the Annual Meeting, the shareholders took the following actions:

(i) Elected a full Board of twelve directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified:

| | For | Withheld | Broker Non-Votes |
|---------------------------|------------|-----------|------------------|
| Leonard L. Berry | 99,338,431 | 2,065,814 | 12,824,120 |
| Odie C. Donald | 97,422,334 | 3,981,911 | 12,824,120 |
| Christopher J. Fraleigh | 96,472,638 | 4,931,607 | 12,824,120 |
| Victoria D. Harker | 99,520,615 | 1,883,630 | 12,824,120 |
| David H. Hughes | 99,448,949 | 1,955,296 | 12,824,120 |
| Charles A. Ledsinger, Jr. | 99,424,398 | 1,979,847 | 12,824,120 |
| William M. Lewis, Jr. | 99,548,264 | 1,855,981 | 12,824,120 |
| Senator Connie Mack, III | 99,268,379 | 2,135,866 | 12,824,120 |
| Andrew H. Madsen | 97,726,912 | 3,677,333 | 12,824,120 |
| Clarence Otis, Jr. | 94,874,122 | 6,530,123 | 12,824,120 |
| Michael D. Rose | 96,148,227 | 5,256,018 | 12,824,120 |
| Maria A. Sastre | 94,444,183 | 6,960,062 | 12,824,120 |

(ii) Approved the amended Employee Stock Purchase Plan.

| | |
|-----------------|-------------|
| For | 100,006,028 |
| Against | 1,179,388 |
| Abstain | 218,829 |
| Broker Non-Vote | 12,824,120 |

(iii) Approved an advisory vote on Executive Compensation.

| | |
|-----------------|------------|
| For | 98,533,628 |
| Against | 2,279,846 |
| Abstain | 590,771 |
| Broker Non-Vote | 12,824,120 |

(iv) Approved one year as the frequency of future advisory votes on Executive Compensation.

| | |
|-----------------|------------|
| One Year | 78,114,745 |
| Two Years | 1,482,673 |
| Three Years | 21,593,036 |
| Abstain | 213,791 |
| Broker Non-Vote | 12,824,120 |

In accordance with the voting results on this proposal, and the recommendation of the Company's Board of Directors in its 2011 Proxy Statement, the Company will include an advisory shareholder vote on executive compensation in its proxy materials every year until the next shareholder vote on the frequency of the vote to approve executive compensation.

(v) Ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending May 27, 2012.

| | |
|-----------------|-------------|
| For | 110,721,488 |
| Against | 3,220,613 |
| Abstain | 286,264 |
| Broker Non-Vote | 0 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 99 | News release dated September 28, 2011, entitled "Darden Restaurants Reports First Quarter Diluted Net Earnings Per Share Of 78 Cents; Declares A Quarterly Dividend Of 43 Cents Per Share." |

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.

DARDEN RESTAURANTS, INC.

By: /s/ C. Bradford Richmond
 C. Bradford Richmond
 Senior Vice President and Chief Financial Officer

Date: September 28, 2011

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
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