

CALAVO GROWERS INC  
Form 8-K  
May 02, 2016

**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): April 27, 2016**

**CALAVO GROWERS, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**California**  
**(State or Other Jurisdiction**

**000-33385**  
**(Commission**

**33-0945304**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**1141-A Cummings Road, Santa Paula, California 93060**

**(Address of Principal Executive Offices) (Zip Code)**

**(Former Name or Former Address, if Changed Since Last Report)**

**Registrant's telephone number, including area code: (805) 525-1245**

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))

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

On April 27, 2016, we held the annual meeting of shareholders of Calavo Growers, Inc. at 15765 W. Telegraph Road, Santa Paula, California, 93060. At the meeting, the holders of our outstanding common stock acted on the following matters:

(1) The shareholders voted on a cumulative basis and elected the following 13 directors, each to serve for a term of one year. Each nominee received the following votes:

<b>Name of Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Lecil E. Cole	12,747,603	4,123,060	2,336,572
George H. Barnes	10,388,397	1,167,138	2,336,572
James D. Helin	10,535,623	1,169,412	2,336,572
Donald M. Sanders	10,197,980	4,144,638	2,336,572
Marc L. Brown	5,100,633	6,477,652	2,336,572
Michael A. DiGregorio	11,270,140	285,395	2,336,572
Scott Van Der Kar	6,959,998	5,054,762	2,336,572
J. Link Leavens	7,482,410	5,055,132	2,336,572
Dorcas H. Thille	6,831,030	5,055,160	2,336,572
John M. Hunt	4,877,206	6,667,334	2,336,572
Egidio Carbone, Jr.	11,519,177	290,559	2,336,572
Harold Edwards	9,179,310	7,106,989	2,336,572
Steven Hollister	11,556,235	283,999	2,336,572

(2) The shareholders voted for the ratification of the appointment of Deloitte & Touche LLP as our independent accountants for fiscal 2016. Votes cast were as follows:

For	14,807,121
Against	91,133
Abstain	171,162

(3) The shareholders voted on an advisory basis to approve the compensation of the executive officers of Calavo Growers, Inc. as disclosed in the company's 2016 proxy statement. Votes cast were as follows:

For	12,371,164
Against	65,383
Abstain	296,297
Broker Non-Votes	2,336,572

(4) The shareholders voted on the reapproval of the performance criteria included in Calavo Growers's 2011 Management Incentive Plan. Votes cast were as follows:

For	12,334,942
Against	156,060

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Abstain	241,842
Broker Non-Votes	2,336,572

**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.

Calavo Growers, Inc.

May 2, 2016

By: /s/ Lecil E. Cole  
Lecil E. Cole  
Chairman of the Board of Directors, and Chief Executive  
Officer  
(Principal Executive Officer)