

BOSTON BEER CO INC
Form 8-K
June 06, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): June 4, 2014

The Boston Beer Company, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Massachusetts (State or other jurisdiction of incorporation) | 001-14092 (Commission File Number) | 04-3284048 (IRS Employer Identification No.) |
| One Design Center Place, Suite 850, Boston, MA (Address of principal executive offices) | | 02210 (Zip Code) |

Registrant's telephone number, including area code (617) 368-5000

Check the appropriate box below if the Form 8-K 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)

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- 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.

The Company held its 2014 Annual Meeting of Stockholders on June 4, 2014 at which a quorum was present and acting throughout. The proposals submitted by the Board of Directors to a vote of stockholders, and the results of the voting on each proposal, are indicated below.

Item 1. The following Class A Directors were elected for a term of one (1) year and until their successors are duly elected and qualified:

| Class A Director Name | Shares Voted For | Shares Withheld |
|------------------------------|-------------------------|------------------------|
| David A. Burwick | 6,794,145 | 58,229 |
| Pearson C. Cummin III | 6,727,038 | 125,336 |
| Jean-Michel Valette | 6,728,967 | 123,407 |

There were no broker non-votes in connection with the election of the Class A Directors.

Item 2. The stockholders approved, on an advisory basis, the 2013 compensation of the Named Executive Officers as disclosed in the Company's Proxy Statement for the 2014 Annual Meeting of Stockholders. The results of the advisory vote are set forth below:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|-------------------------|-----------------------------|--------------------|-------------------------|
| 6,665,901 | 35,637 | 150,836 | 0 |

Item 3. The following Class B Directors were elected for a term of one (1) year and until their successors are duly elected and qualified:

| Class B Director Name | Shares Voted For | Shares Withheld |
|------------------------------|-------------------------|------------------------|
| Cynthia A. Fisher | 3,827,355 | 0 |
| C. James Koch | 3,827,355 | 0 |

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| | | |
|-----------------|-----------|---|
| Jay Margolis | 3,827,355 | 0 |
| Martin F. Roper | 3,827,355 | 0 |
| Gregg A. Tanner | 3,827,355 | 0 |

There were no broker non-votes in connection with the election of the Class B Directors.

Item 4. The sole owner of Class B Common Stock ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 27, 2014.

No other matters came before the meeting.

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.

The Boston Beer Company, Inc.
(Registrant)

Date: June 6, 2014

/s/ Martin F. Roper
Martin F. Roper
President and CEO
(Signature)*

*Print name and title of the signing officer under his or her signature.