

WEIS MARKETS INC  
Form 8-K  
April 25, 2014

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**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 24, 2014

**WEIS MARKETS, INC.**  
(Exact Name of Registrant as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction of Incorporation)

**1-5039**  
(Commission File Number)

**24-0755415**  
(IRS Employer Identification No.)

**1000 South Second Street  
Sunbury, PA**  
(Address of Principal Executive Offices)

**17801**  
(Zip Code)

Registrant's telephone number, including area code: **(570) 286-4571**

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

The Annual Meeting of the Shareholders of Weis Markets, Inc. was held on Thursday, April 24, 2014, at 10:00 a.m., Eastern Daylight Time, at the principal office of the Company, 1000 South Second Street, Sunbury, PA 17801. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. There was no solicitation in opposition to the nominees as listed in the proxy statement. The meeting was held for the following purposes:

**Management Proposal #1: Election of Directors**

All six nominees for director, as listed below, were elected. The term of the directors will be until the next Annual Meeting of Shareholders or until their respective successors have qualified. The results of the election of directors were as follows:

<b>Director</b>	<b><u>Votes Cast</u></b> <b><u>For</u></b>	<b><u>Votes Cast</u></b> <b><u>Against</u></b>	<b><u>Votes</u></b> <b><u>Withheld</u></b>	<b><u>Abstain</u></b>	<b><u>Broker</u></b> <b><u>Non-Votes</u></b>
Robert F. Weis	21,180,670	---	3,745,896	---	1,079,447
Jonathan H. Weis	21,560,830	---	3,365,736	---	1,079,447
Harold G. Graber	21,185,052	---	3,741,514	---	1,079,447
Edward J. Lauth III	23,886,740	---	1,039,826	---	1,079,447
Gerrald B. Silverman	23,886,060	---	1,040,506	---	1,079,447
Glenn D. Steele Jr.	20,584,781	---	4,341,785	---	1,079,447

**Management Proposal #2: Ratification of Appointment of the Independent Registered Public Accounting Firm**

The shareholders voted upon and approved the ratification of appointment of the independent registered public accounting firm for the fiscal year ending December 27, 2014. The result of the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company was as follows:

<b><u>Votes Cast</u></b> <b><u>For</u></b>	<b><u>Votes Cast</u></b> <b><u>Against</u></b>	<b><u>Votes</u></b> <b><u>Withheld</u></b>	<b><u>Abstain</u></b>	<b><u>Broker</u></b> <b><u>Non-Votes</u></b>
25,832,291	171,620	---	2,102	---

**Management Proposal #3: Advisory (Non-Binding) Vote on Executive Compensation**

The shareholders voted upon and approved, by an advisory (non-binding) vote, the executive compensation of the Company's named executive officers. The result of the advisory (non-binding) vote on the executive compensation of the Company's named executive officers was as follows:

<b><u>Votes Cast</u></b> <b><u>For</u></b>	<b><u>Votes Cast</u></b> <b><u>Against</u></b>	<b><u>Votes</u></b> <b><u>Withheld</u></b>	<b><u>Abstain</u></b>	<b><u>Broker</u></b> <b><u>Non-Votes</u></b>
18,585,242	6,069,309	---	272,011	1,079,451

**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.

WEIS MARKETS, INC.

By: /s/Scott F. Frost

Name: Scott F. Frost

Title: Senior Vice President, Chief Financial Officer  
and Treasurer

(Principal Financial Officer)

Dated: April 25, 2014