

STAGE STORES INC
Form 8-K
June 07, 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

June 2, 2016
(Date of Report, Date of Earliest Event Reported)

Stage Stores, Inc.
(Exact Name of Registrant as Specified in Charter)

1-14035
(Commission File Number)

NEVADA 91-1826900
(State or Other Jurisdiction of Incorporation) (I.R.S. Employer Identification No.)

2425 West Loop South, Houston, Texas 77027
(Address of Principal Executive Offices) (Zip Code)

(800) 579-2302
(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))

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) Stage Stores, Inc. (“our” and “registrant”) held our Annual Meeting of Shareholders on June 2, 2016 (“Annual Meeting”).

(b) At the Annual Meeting, our shareholders voted on four matters, with the results of the voting as follows:

Item 1. To elect nine directors to our Board of Directors:

| Nominee | For | Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------|-------------|------------------|
| Alan J. Barocas | 20,636,905 | 914,584 | 27,759 | 4,245,783 |
| Elaine D. Crowley | 20,893,069 | 658,322 | 27,857 | 4,245,783 |
| Diane M. Ellis | 21,162,706 | 388,233 | 28,309 | 4,245,783 |
| Michael L. Glazer | 21,143,671 | 407,183 | 28,394 | 4,245,783 |
| Earl J. Hesterberg | 20,913,882 | 637,199 | 28,167 | 4,245,783 |
| Lisa R. Kranc | 20,567,437 | 984,520 | 27,291 | 4,245,783 |
| William J. Montgoris | 21,081,465 | 468,033 | 29,750 | 4,245,783 |
| C. Clayton Reasor | 20,919,986 | 632,051 | 27,211 | 4,245,783 |
| Ralph P. Scozzafava | 20,632,578 | 791,353 | 155,317 | 4,245,783 |

Item 2. To approve the an amendment to our bylaws to implement a majority voting standard in uncontested director elections:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 20,857,916 | 693,590 | 27,642 | 4,245,883 |

Item 3. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in our 2016 proxy statement:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 19,369,330 | 1,979,408 | 230,510 | 4,245,783 |

Item 4. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2016:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 25,482,358 | 296,808 | 45,865 | N/A |

No other matters were submitted to a vote of our shareholders at the Annual Meeting.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3 Amended and Restated Bylaws of Stage Stores, Inc. dated June 2, 2016.

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.

STAGE STORES, INC.

Date: June 7, 2016 /s/ Oded Shein

Oded Shein
Executive Vice President,
Chief Financial Officer and Treasurer