

SHOE CARNIVAL INC  
Form 8-K  
June 13, 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)      June 13, 2014 (June 12, 2014)

SHOE CARNIVAL, INC.  
(Exact name of registrant as specified in its charter)

|  |                                     |  |
|--|-------------------------------------|--|
| Indiana<br>(State or other jurisdiction of<br>incorporation) | 0-21360<br>(Commission File Number) | 35-1736614<br>(IRS Employer<br>Identification No.) |
|--|-------------------------------------|--|

|   |                     |
|---|---------------------|
| 7500 East Columbia Street, Evansville, IN<br>(Address of principal executive offices) | 47715<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code      (812) 867-6471

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 (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.

Shoe Carnival, Inc. (the "Company") held its 2014 Annual Meeting of Shareholders on June 12, 2014. The following is a summary of the matters voted on at the meeting, as described in detail in the Company's definitive Proxy Statement filed on May 2, 2014, and the voting results for each matter.

1. The two nominees for director were elected to serve three-year terms expiring at the 2017 annual meeting of shareholders and until their successors are elected and have qualified, as follows:

| Nominee          | For        | Against | Abstain | Broker Non-Votes |
|------------------|------------|---------|---------|------------------|
| J. Wayne Weaver  | 18,615,972 | 16,418  | 512,143 | 890,717          |
| Gerald W. Schoor | 18,868,504 | 24,744  | 251,285 | 890,717          |

2. By the following vote, the shareholders approved the advisory (non-binding) vote on the compensation paid to the Company's named executive officers:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 18,716,723 | 214,974 | 212,836 | 890,717          |

4. The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2014 was ratified by the following shareholder vote:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 19,502,697 | 259,615 | 272,938 | 0                |

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.

SHOE CARNIVAL, INC.

Dated: June 13, 2014

By: /s/ W. Kerry Jackson  
W. Kerry Jackson  
Senior Executive Vice President  
Chief Operating and Financial  
Officer and Treasurer

