

BJs RESTAURANTS INC
Form 8-K
June 07, 2018

**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 6, 2018

BJ'S RESTAURANTS, INC.
(Exact Name of Registrant as Specified in Charter)

California
(State or Other Jurisdiction of
Incorporation)

0-21423
(Commission File Number)

33-0485615
(I.R.S. Employer Identification
Number)

**7755 Center Avenue, Suite 300, Huntington Beach, CA
92647**

(Address of Principal Executive Offices) (Zip Code)

(714) 500-2400

(Registrant's telephone number, including area code)

(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))

☐

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company [☐]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [☐]

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

On June 6, 2018, the Company held its Annual Meeting of Shareholders. Shareholders voted on (i) the election of directors, (ii) approval, on an advisory and non-binding basis, of the compensation of named executive officers; and (iii) ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2018.

Election of Directors. Gregory A. Trojan, Gerald W. Deitchle, Peter A. Bassi, Larry D. Bouts, James A. Dal Pozzo, Noah A. Elbogen, Lea Anne S. Ottinger, and Patrick D. Walsh were nominated and elected at the meeting. The following votes were cast for each of the nominees:

Name	For	Withhold
Gregory A. Trojan	15,397,790	497,975
Gerald W. Deitchle	15,205,076	690,689
Peter A. Bassi	12,729,569	3,166,196
Larry D. Bouts	15,353,206	542,559
James A. Dal Pozzo	13,123,102	2,772,663
Noah A. Elbogen	15,450,779	444,986
Lea Anne S. Ottinger	15,620,809	274,956
Patrick D. Walsh	9,908,759	5,987,006

There were 2,436,887 broker non-votes with respect to the election of directors.

Advisory Vote on Executive Compensation. In addition, the shareholders approved, on an advisory and non-binding basis, the compensation of named executive officers. The following votes were cast on the compensation of named executive officers: 15,724,937 For; 149,689 Against; 21,139 Abstain. There were 2,436,887 broker non-votes.

Ratification of Accountants. Finally, the shareholders approved the ratification of Ernst & Young LLP as our independent registered public accounting firm for the 2018 fiscal year. The following votes were cast on the ratification: 18,208,696 For; 101,751 Against; 22,205 Abstain. There were no broker non-votes.

A copy of the press release announcing the vote results is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<u>99.1</u>	<u>Press Release dated June 7, 2018</u>

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.

BJ'S RESTAURANTS, INC.

Date: June 7, 2018

By: /s/ GREGORY A. TROJAN
Gregory A. Trojan
Chief Executive Officer and Director
(Principal Executive Officer)

By: /s/ GREGORY S. LEVIN
Gregory S. Levin
President, Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)