

INGLES MARKETS INC  
Form 8-K  
February 21, 2017

**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) February 21, 2017

INGLES MARKETS, INCORPORATED

(Exact name of registrant as specified in its charter)

North Carolina 0-14706 56-0846267  
(State or other jurisdiction (Commission (IRS Employer

of incorporation) File Number) Identification No.)

P.O. Box 6676, Asheville, NC 28816  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (828) 669-2941

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:

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 Stockholders of Ingles Markets, Incorporated was held Tuesday, February 14, 2017. At this meeting, the Company's stockholders voted on the following proposals:

1. Elect eight members of the Board of Directors by holders of Class A Common Stock and Class B Common Stock to serve until the 2018 Annual Meeting of Stockholders:

| <u>Name</u>         | <u>Common<br/>Stock</u> | <u>Votes For</u> | <u>Votes<br/>Against/<br/>Withheld</u> |
|---------------------|-------------------------|------------------|--|
| Ernest E. Ferguson  | Class A                 | 10,760,633       | 469,117                                |
| Brenda S. Tudor     | Class A                 | 10,776,425       | 453,325                                |
| Fred D. Ayers       | Class B                 | 5,760,567        | 0                                      |
| L. Keith Collins    | Class B                 | 5,760,567        | 0                                      |
| Ronald B. Freeman   | Class B                 | 5,760,567        | 0                                      |
| Robert P. Ingle, II | Class B                 | 5,760,567        | 0                                      |
| James W. Lanning    | Class B                 | 5,760,567        | 0                                      |
| Laura Ingle Sharp   | Class B                 | 5,760,567        | 0                                      |

2. Consider and vote on a non-binding approval of the Company's compensation for named executive officers:

**Class A & B \***

For 68,666,260  
 Against 93,456  
 Abstain 75,704

3. To recommend, by non-binding vote, the frequency of executive compensation votes:

**Class A & B \***

1 Year 7,519,304  
 2 Years 86,260  
 3 Years 61,207,546  
 Abstain 22,310

4. Consider and vote on a stockholder proposal concerning assigning one vote per share:

**Class A & B \***

For 8,502,177  
 Against 60,305,058  
 Abstain 28,185

\* Holders of Class A Common Stock have one vote per share and the holders of Class B Common Stock have ten votes per share.

**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.

INGLES MARKETS, INCORPORATED

(Registrant)

Date: February 21, 2017

By: /s/ Ronald B. Freeman  
Ronald B. Freeman  
Chief Financial Officer