

CONAGRA FOODS INC /DE/  
Form 8-K  
September 29, 2015

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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):

September 25, 2015

ConAgra Foods, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-7275

47-0248710

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One ConAgra Drive, Omaha, Nebraska

68102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

402-240-4000

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))

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

The matters voted on and the results of the vote at the Annual Meeting of Stockholders of ConAgra Foods, Inc. (the "Company") held on September 25, 2015 were as follows:

1. The Company's stockholders re-elected the following directors to each serve until the next annual meeting of stockholders or until a respective successor is elected and qualified.

Name: Bradley A. Alford  
Number of Votes For: 320,728,502  
Number of Votes Withheld: 1,701,502  
Broker Non-Votes: 60,074,474

Name: Thomas K. Brown  
Number of Votes For: 317,709,489  
Number of Votes Withheld: 4,720,515  
Broker Non-Votes: 60,074,474

Name: Stephen G. Butler  
Number of Votes For: 315,550,345  
Number of Votes Withheld: 6,879,659  
Broker Non-Votes: 60,074,474

Name: Sean M. Connolly  
Number of Votes For: 319,537,785  
Number of Votes Withheld: 2,892,219  
Broker Non-Votes 60,074,474

Name: Steven F. Goldstone  
Number of Votes For: 315,636,036  
Number of Votes Withheld: 6,793,968  
Broker Non-Votes: 60,074,474

Name: Joie A. Gregor  
Number of Votes For: 317,699,713  
Number of Votes Withheld: 4,730,291  
Broker Non-Votes: 60,074,474

Name: Rajive Johri  
Number of Votes For: 316,940,239  
Number of Votes Withheld: 5,489,765  
Broker Non-Votes: 60,074,474

Name: W.G. Jurgensen  
Number of Votes For: 315,144,277  
Number of Votes Withheld: 7,285,727  
Broker Non-Votes: 60,074,474

Name: Richard H. Lenny  
Number of Votes For: 315,212,163  
Number of Votes Withheld: 7,217,841  
Broker Non-Votes: 60,074,474

Name: Ruth Ann Marshall  
Number of Votes For: 317,735,384  
Number of Votes Withheld: 4,694,620  
Broker Non-Votes: 60,074,474

Name: Timothy R. McLevish  
Number of Votes For: 319,642,607  
Number of Votes Withheld: 2,787,397

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Broker Non-Votes: 60,074,474

Name: Andrew J. Schindler  
Number of Votes For: 317,620,633  
Number of Votes Withheld: 4,809,371  
Broker Non-Votes: 60,074,474

2. The Company's stockholders ratified the appointment of KPMG LLP, an independent registered public accounting firm, as independent auditors for fiscal 2016.

Number of Votes For: 378,723,593  
Number of Votes Against: 2,612,584  
Abstain: 1,168,301

3. The Company's stockholders approved, on an advisory, nonbinding basis, a resolution approving the Company's named executive officer compensation.

Number of Votes For: 308,996,710  
Number of Votes Against: 10,694,478  
Abstain: 2,738,816  
Broker Non-Votes: 60,074,474

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**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.

ConAgra Foods, Inc.

*September 29, 2015*

By: *Lyneth Rhoten*

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*Name: Lyneth Rhoten  
Title: Vice President, Securities Counsel and Assistant  
Corporate Secretary*