

UNITED NATURAL FOODS INC  
Form 8-K  
December 22, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): December 17, 2014

UNITED NATURAL FOODS, INC.  
(Exact Name of Registrant as Specified in Charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 000-21531<br>(Commission File Number) | 05-0376157<br>(I.R.S. Employer Identification No.) |
|---|---------------------------------------|--|

313 Iron Horse Way, Providence, RI 02908  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (401) 528-8634

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 (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))



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

United Natural Foods, Inc. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting") on December 17, 2014. The Company's stockholders voted on seven proposals at the Annual Meeting. The results of voting on the seven proposals, including final voting tabulations, are set forth below.

(1) The stockholders elected Ann Torre Bates, Michael S. Funk, Gail A. Graham, James P. Heffernan, and Steven L. Spinner to serve as Directors until the annual meeting of stockholders to be held in 2015 and until their successors are duly elected and qualified.

|                    | For        | Against   | Abstain | Broker Non-Votes |
|--------------------|------------|-----------|---------|------------------|
| Ann Torre Bates    | 43,013,303 | 342,344   | 182,956 | 2,822,780        |
| Michael S. Funk    | 42,142,281 | 1,287,427 | 108,895 | 2,822,780        |
| Gail A. Graham     | 41,915,359 | 1,485,451 | 137,793 | 2,822,780        |
| James P. Heffernan | 41,879,401 | 1,525,925 | 133,277 | 2,822,780        |
| Steven L. Spinner  | 42,016,734 | 1,390,683 | 131,186 | 2,822,780        |

(2) The stockholders approved the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending August 1, 2015.

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 44,680,166 | 1,382,993 | 298,224 | —                |

(3) The stockholders approved, on an advisory basis, the Company's executive compensation.

| For        | Against | Abstain | Broker Non-votes |
|------------|---------|---------|------------------|
| 42,445,137 | 816,252 | 277,214 | 2,822,780        |

(4) The stockholders approved amendments to our Certificate of Incorporation and Bylaws to eliminate any supermajority voting requirements contained therein.

| For        | Against | Abstain | Broker Non-votes |
|------------|---------|---------|------------------|
| 43,110,341 | 203,797 | 224,465 | 2,822,780        |

(5) The stockholders approved amendments to our Certificate of Incorporation and Bylaws to establish the right of our stockholders to call a special meeting of stockholders.

| For        | Against | Abstain | Broker Non-votes |
|------------|---------|---------|------------------|
| 43,161,004 | 153,053 | 224,546 | 2,822,780        |

(6) The stockholders did not approve a stockholder proposal regarding limitations on accelerated vesting of equity awards upon a change in control.

| For        | Against    | Abstain | Broker Non-votes |
|------------|------------|---------|------------------|
| 13,506,986 | 29,768,291 | 263,326 | 2,822,780        |

(7) The stockholders did not approve a stockholder proposal regarding internal pay equity ratios and a cap on executive compensation.

| For       | Against    | Abstain | Broker Non-votes |
|-----------|------------|---------|------------------|
| 1,651,555 | 41,154,546 | 732,502 | 2,822,780        |

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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.

UNITED NATURAL FOODS, INC.

By: /s/ JOSEPH J. TRAFICANTI  
Name: Joseph J. Traficanti  
Title: Senior Vice President, General Counsel and Chief Compliance Officer

Date: December 22, 2014