

Vitamin Shoppe, Inc.
Form 8-K
August 24, 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) August 24, 2018

VITAMIN SHOPPE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-34507
(Commission

File Number)
300 Harmon Meadow Blvd.

11-3664322
(IRS Employer

Identification No.)

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Secaucus, New Jersey 07094

(Address of Principal Executive Offices, including Zip Code)

(201) 868-5959

(Registrant's Telephone Number, including Area Code)

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))

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

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Transition by Alex Smith from Executive Chairman to Non-Executive Chairman

As previously announced, Sharon Leite was appointed Chief Executive Officer of Vitamin Shoppe, Inc. (the Company) effective August 27, 2018. Effective September 1, 2018, Alex Smith will transition from the role of Executive Chairman of the Board to be the Non-Executive Chairman of the Board.

In his capacity as Non-Executive Chairman of the Board, Mr. Smith will be entitled to receive \$350,000 in cash compensation per year (pro rata for any partial year) from September 1, 2018 until the date Mr. Smith is no longer acting in the capacity as Non-Executive Chairman. On September 1, 2018, Mr. Smith will be granted an award of restricted stock units under the Company's 2018 Long-Term Incentive Plan valued at \$150,000.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VITAMIN SHOPPE, INC.

Date: August 24, 2018

By: /s/ David M. Kastin

Name: David M. Kastin

Title: Senior Vice President, General Counsel and
Corporate Secretary