

BOSTON BEER CO INC  
Form 8-K/A  
October 12, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 25, 2011

The Boston Beer Company, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction  
of incorporation)

001-14092  
(Commission  
File Number)

04-3284048  
(IRS Employer  
Identification No.)

One Design Center Place, Boston, MA  
(Address of principal executive offices)

02210  
(Zip Code)

Registrant's telephone number, including area code (617) 368-5000

Check the appropriate box below if the Form 8-K 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)

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- 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))

**EXPLANATORY NOTE**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K by The Boston Beer Company, Inc. (the Company ) with the U.S. Securities and Exchange Commission on May 27, 2011 ( Original Filing ). The sole purpose of this Amendment No. 1 is to disclose the Company s decision as to how frequently it will conduct future shareholder advisory votes regarding compensation awarded to its named executive officers. No other changes have been made to the Original Filing.

**Item 5.07.**

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

At the Company s 2011 Annual Meeting of Stockholders on May 25, 2011, the holders of the Company s Class A Common Stock voted on, among other matters, a proposal on the frequency of future advisory votes regarding compensation awarded to named executive officers. As previously reported by the Company, the frequency of once every year received the highest number of votes cast, as well as a majority of the votes cast on the proposal. Based on these results, and consistent with the Company s recommendation, the Company s Board of Directors has determined that the Company will conduct future advisory votes regarding compensation awarded to its named executive officers on an annual basis until the next required advisory vote with respect to the frequency of future advisory votes regarding compensation of executives.

**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.

The Boston Beer Company, Inc.  
(Registrant)

/s/ MARTIN F. ROPER  
Martin F. Roper  
Chief Executive Officer  
(Signature)\*

Date: October 12, 2011

\*Print name and title of the signing officer under his signature.

