

Natural Grocers by Vitamin Cottage, Inc.

Form 8-K

October 28, 2014

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): **October 22, 2014**

Natural Grocers by Vitamin Cottage, Inc.

(Exact name of registrant as specified in its charter)

Delaware **001-35608** **45-5034161**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File No.) Identification No.)

12612 West Alameda Parkway

Lakewood, Colorado 80228

(Address of principal executive offices) (Zip Code)

(303) 986-4600

(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:

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

On October 22, 2014, the Compensation Committee of the Board of Directors of Natural Grocers by Vitamin Cottage, Inc. (the “Company”) approved the following changes to the Company’s compensation arrangement with Sandra Buffa, the Company’s Chief Financial Officer: (i) Ms. Buffa’s base salary was increased from \$345,000 to \$450,000 per annum and (ii) Ms. Buffa’s cash incentive target level was reduced from 50% of her base salary to 33.33% of her base salary. Both these changes were made effective as of October 1, 2014.

SIGNATURE

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.

Dated: October 27, 2014

**Natural Grocers by
Vitamin Cottage, Inc.**

By: /s/ Kemper Isely
Name: Kemper Isely
Title: Co-President