

LANCASTER COLONY CORP  
Form 8-K  
November 20, 2012

**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): November 19, 2012**

**Lancaster Colony Corporation**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**000-04065**  
(Commission  
File Number)

**13-1955943**  
(IRS Employer  
Identification No.)

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**37 West Broad Street**

**Columbus, Ohio**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: 614-224-7141**

**43215**  
(Zip Code)

(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))

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

The Lancaster Colony Corporation (the Corporation) Annual Meeting of Shareholders (Annual Meeting) was held on November 19, 2012 in Columbus, Ohio, pursuant to the Notice of Annual Meeting of Shareholders and the Proxy Statement that was available on or about October 12, 2012 to all shareholders of record at the close of business on September 21, 2012. At the Annual Meeting, 27,297,556 shares of the Corporation's common stock were represented in person or by proxy, which constituted a quorum.

At the Annual Meeting, shareholders voted on three proposals. The proposals are described in detail in the Corporation's definitive proxy materials which were filed with the Securities and Exchange Commission and first made available to shareholders on or about October 12, 2012.

**Proposal One Nomination and Election of Directors**

The Corporation's shareholders elected the following individuals to serve for three year terms expiring at the 2015 Annual Meeting of Shareholders with the following vote totals:

| Director Name     | Number of Votes |           |             |                  |
|-------------------|-----------------|-----------|-------------|------------------|
|                   | For             | Against   | Abstentions | Broker Non-Votes |
| James B. Bachmann | 24,823,682      | 83,574    | 0           | 1,219,274        |
| Neeli Bendapudi   | 24,580,687      | 326,569   | 0           | 1,219,274        |
| John L. Boylan    | 21,649,514      | 3,257,742 | 0           | 1,219,274        |

**Proposal Two Non-Binding Vote on the Compensation of the Corporation's Named Executive Officers**

The Corporation's shareholders approved the compensation of the Corporation's named executive officers with the following vote totals:

| Number of Votes |         |             |                  |
|-----------------|---------|-------------|------------------|
| For             | Against | Abstentions | Broker Non-Votes |
| 24,534,105      | 321,791 | 51,360      | 1,219,274        |

**Proposal Three Ratification of the Selection of the Corporation's Independent Registered Public Accounting Firm**

The Corporation's shareholders ratified the selection of Deloitte & Touche LLP as the Corporation's independent registered public accounting firm for the year ending June 30, 2013 with the following vote totals:

| Number of Votes |         |             |                  |
|-----------------|---------|-------------|------------------|
| For             | Against | Abstentions | Broker Non-Votes |
| 25,985,882      | 95,783  | 44,865      | 0                |

**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.

LANCASTER COLONY CORPORATION

(Registrant)

Date: November 20, 2012

By: /s/ JOHN L. BOYLAN  
John L. Boylan  
*Treasurer, Vice President,  
Assistant Secretary,  
Chief Financial Officer and Director  
(Principal Financial and Accounting Officer)*