

CALAVO GROWERS INC
Form 8-K
April 25, 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): April 23, 2014

CALAVO GROWERS, INC.

(Exact Name of Registrant as Specified in Charter)

California
(State or Other Jurisdiction

000-33385
(Commission

33-0945304
(IRS Employer

of Incorporation)

File Number)

Identification No.)

1141-A Cummings Road, Santa Paula, California 93060

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(Address of Principal Executive Offices) (Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Registrant's telephone number, including area code: (805) 525-1245

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.

On April 23, 2014, we held the annual meeting of shareholders of Calavo Growers, Inc. at 15765 W. Telegraph Road, Santa Paula, California, 93060. At the meeting, the holders of our outstanding common stock acted on the following matters:

(1) The shareholders voted on a cumulative basis and elected the following 13 directors, each to serve for a term of one year. Each nominee received the following votes:

| Name of Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|------------------|-----------------------|-------------------------|
| Lecil E. Cole | 17,333,815 | 1,662,176 | 2,223,702 |
| George H. Barnes | 7,563,240 | 1,767,277 | 2,223,702 |
| James D. Helin | 7,622,820 | 1,756,447 | 2,223,702 |
| Donald M. Sanders | 10,109,507 | 2,095,843 | 2,223,702 |
| Marc L. Brown | 6,290,929 | 3,062,338 | 2,223,702 |
| Michael A. DiGregorio | 9,231,366 | 151,268 | 2,223,702 |
| Scott Van Der Kar | 7,370,618 | 2,030,008 | 2,223,702 |
| J. Link Leavens | 12,316,595 | 2,030,024 | 2,223,702 |
| Dorcas H. Thille | 7,605,998 | 2,046,048 | 2,223,702 |
| John M. Hunt | 7,077,436 | 2,275,831 | 2,223,702 |
| Egidio Carbone, Jr. | 9,350,362 | 162,857 | 2,223,702 |
| Harold Edwards | 7,245,479 | 2,085,038 | 2,223,702 |
| Steven Hollister | 9,198,679 | 131,838 | 2,223,702 |

(2) The shareholders voted for the ratification of the appointment of Ernst & Young LLP as our independent accountants for fiscal 2014. Votes cast were as follows:

| | |
|---------|------------|
| For | 12,849,225 |
| Against | 103,406 |
| Abstain | 7,520 |

(3) The shareholders voted on an advisory basis to approve the compensation of the executive officers of Calavo Growers, Inc. as disclosed in the company's 2014 proxy statement. Votes cast were as follows:

| | |
|------------------|-----------|
| For | 9,710,837 |
| Against | 729,197 |
| Abstain | 296,415 |
| Broker Non-Votes | 2,223,702 |

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.

April 25, 2014

Calavo Growers, Inc.

By: /s/ Lecil E. Cole
Lecil E. Cole

Chairman of the Board of Directors, Chief Executive
Officer and President

(Principal Executive Officer)