

INGLES MARKETS INC  
Form 8-K  
February 15, 2019

**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) February 15, 2019

INGLES MARKETS, INCORPORATED

(Exact name of registrant as specified in its charter)

North Carolina 0-14706 56-0846267  
(State or other jurisdiction (Commission (IRS Employer

of incorporation) File Number) Identification No.)

P.O. Box 6676, Asheville, NC 28816  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (828) 669-2941

N/A

(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))

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. [ ]

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

The Annual Meeting of Stockholders of Ingles Markets, Incorporated was held Tuesday, February 12, 2019. At this meeting, the Company's stockholders voted on the following proposals:

1. Elect eight members of the Board of Directors by holders of Class A Common Stock and Class B Common Stock to serve until the 2020 Annual Meeting of Stockholders:

| <u>Name</u>         | <u>Common<br/>Stock</u> | <u>Votes<br/>Against/</u> |                 |
|---------------------|-------------------------|---------------------------|-----------------|
|                     |                         | <u>Votes For</u>          | <u>Withheld</u> |
| Ernest E. Ferguson  | Class A                 | 9,337,538                 | 1,765,014       |
| John R. Lowden      | Class A                 | 9,518,793                 | 1,583,759       |
| Fred D. Ayers       | Class B                 | 5,806,746                 | 0               |
| Ronald B. Freeman   | Class B                 | 5,806,746                 | 0               |
| Robert P. Ingle, II | Class B                 | 5,806,746                 | 0               |
| James W. Lanning    | Class B                 | 5,806,746                 | 0               |
| Laura Ingle Sharp   | Class B                 | 5,806,746                 | 0               |
| Brenda S. Tudor     | Class B                 | 5,806,746                 | 0               |

2. Consider and vote on a stockholder proposal concerning assigning one vote per share:

**Class A & B \***

For 8,680,450  
 Against 60,461,012  
 Abstain 28,550

\* Holders of Class A Common Stock have one vote per share and the holders of Class B Common Stock have ten votes per share.

**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.

INGLES MARKETS, INCORPORATED

(Registrant)

Date: February 15, 2019

By: /s/ Ronald B. Freeman  
Ronald B. Freeman  
Chief Financial Officer