

STAGE STORES INC  
Form 8-K  
June 10, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K

CURRENT REPORT

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

June 10, 2014  
(Date of Report, Date of Earliest Event Reported)

Stage Stores, Inc.  
(Exact Name of Registrant as Specified in Charter)

1-14035  
(Commission File Number)

NEVADA  
(State or Other Jurisdiction of Incorporation)

91-1826900  
(I.R.S. Employer Identification No.)

10201 Main Street, Houston, Texas  
(Address of Principal Executive Offices)

77025  
(Zip Code)

(800) 579-2302  
(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-12(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

(a) Annual Meeting. The 2014 Annual Meeting of Shareholders of Stage Stores, Inc. (the “Company”) was held on June 10, 2014.

(b) Matters Voted Upon; Voting Results. The following matters were submitted for a vote of the Company’s shareholders:

1. Election of Nine Directors for a Term of One Year. The nine nominees for election to the Board of Directors were elected to hold office until the 2015 Annual Meeting of Shareholders and until their successors have been elected and have qualified, based upon the following votes:

| Nominee              | For        | Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------|-------------|------------------|
| Alan J. Barocas      | 29,445,886 | 112,835 | 77,069      | 560,712          |
| Diane M. Ellis       | 29,555,351 | 3,370   | 77,069      | 560,712          |
| Michael L. Glazer    | 29,554,571 | 4,003   | 77,216      | 560,712          |
| Gabrielle E. Greene  | 29,553,204 | 5,370   | 77,216      | 560,712          |
| Earl J. Hesterberg   | 29,522,701 | 35,873  | 77,216      | 560,712          |
| Lisa R. Kranc        | 29,466,192 | 92,382  | 77,216      | 560,712          |
| William J. Montgoris | 29,552,179 | 6,395   | 77,216      | 560,712          |
| C. Clayton Reasor    | 29,532,001 | 26,573  | 77,216      | 560,712          |
| Ralph P. Scozzafava  | 29,554,710 | 3,864   | 77,216      | 560,712          |

2. Advisory Resolution to Approve Executive Compensation. The advisory resolution to approve executive compensation was approved based upon the following votes:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 28,526,902 | 1,028,109 | 80,779      | 560,712          |

3. Ratification of the Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal 2014. The proposal to ratify the selection of Deloitte & Touche LLP as independent registered public accounting firm for Fiscal 2014 was approved based upon the following votes:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 29,980,215 | 139,371 | 76,916      | N/A              |

**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.

STAGE STORES, INC.

June 10, 2014  
(Date)

/s/ Oded Shein  
Oded Shein  
Chief Financial Officer