DILLARDS INC
Form 8-K/A
August 18, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **May 21, 2011**

Dillard s, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-6140 (Commission File Number)	**71-0388071** (I.R.S. Employer Identification No.)
1600 Cantrell Road **Little Rock, Arkansas** (Address of Principal Executive Offices)	**72201** (Zip Code)

(501) 376-5200

(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 (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This current report on Form 8-K/A (this Amendment) amends a current report on Form 8-K, filed May 26, 2011 (the Original Filing), in which Dillard s, Inc. (the Company) reported voting results for its Annual Meeting of Stockholders held on May 21, 2011 (the 2011 Annual Meeting), including the voting results for both the Company s non-binding stockholder advisory vote on the compensation of its named executive officers (the Say-on-Pay Vote) and the Company s non-binding stockholder advisory vote regarding the frequency of future Say-on-Pay Votes (the Frequency Vote). Except as set forth below, this Amendment does not modify or update any other disclosure contained in the Original Filing.

Item 5.07 Submission of Matters to a Vote of Security Holders

As previously reported in the Original Filing, more than a majority of shares voting at the 2011 Annual Meeting voted, on a non-binding advisory basis, in favor of a frequency of every three years for future Say-on-Pay Votes as was recommended by the Company s Board of Directors (the Board).

On August 16, 2011, in light of such vote, the Board determined that it currently intends to include a Say-on-Pay Vote at annual meetings of stockholders every three years until the next required Frequency Vote.

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.

DILLARD S, INC.

DATED: August 16, 2011

By: /s/ James I. Freeman
Name: James I. Freeman
Title: Senior Vice President & Chief Financial Officer