

WINN DIXIE STORES INC  
Form 8-K  
November 04, 2009

**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 4, 2009**

**WINN-DIXIE STORES, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**5050 Edgewood Court, Jacksonville, Florida**  
(Address of Principal Executive Offices)

**(904) 783-5000**

**32254-3699**  
(Zip Code)

(Registrant's telephone number, including area code)

**Unchanged**

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On November 4, 2009, at the 2009 Annual Meeting of Shareholders of Winn-Dixie Stores, Inc. (the Company), the shareholders approved the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan (the 2010 Plan), effective immediately.

A description of the material terms of the 2010 Plan is set forth under the heading Proposal 2 - Approval of the Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan in the Company's proxy statement filed with the Securities and Exchange Commission on September 21, 2009, which description is hereby incorporated into this Item 5.02(e) by reference. The 2010 Plan is also incorporated by reference in Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

10.1 Winn-Dixie Stores, Inc. Fiscal 2010 Equity Incentive Plan, filed as Appendix A to the Company's proxy statement dated September 21, 2009, and incorporated herein by reference.

**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.

Date: November 4, 2009

**Winn-Dixie Stores, Inc.**

By: */s/* PETER L. LYNCH  
**Peter L. Lynch**  
**President and Chief Executive Officer**