

SANDERSON FARMS INC
Form 8-K
February 19, 2013

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 14, 2013

SANDERSON FARMS, INC.

(Exact name of registrant as specified in its charter)

Mississippi
(State or other jurisdiction

of incorporation)

1-14977
(Commission

File Number)

64-0615843
(I.R.S. Employer

Identification No.)

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127 Flynt Road
Laurel, Mississippi
(Address of principal executive offices)

39443
(Zip Code)

(601) 649-4030

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box 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):

- .. 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))

Section 5 Corporate Governance and Management**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Registrant held its annual meeting of stockholders on February 14, 2013. A press release regarding the meeting is filed herewith as Exhibit 99.1. At the meeting, the stockholders took the following actions:

1. The stockholders voted to re-elect the following Class C directors for a three-year term by the votes set forth below:

Name	For	Withheld	Broker Non-Votes
Fred Banks, Jr.	18,928,634	306,372	1,729,289
Toni D. Cooley	19,054,113	180,893	1,729,289
Robert C. Khayat	19,052,593	182,413	1,729,289
Dianne Mooney	19,033,231	201,775	1,729,289
Gail Jones Pittman	19,010,733	224,273	1,729,289

2. The stockholders voted to ratify and approve the selection of Ernst & Young LLP as the Registrant's independent auditors for the fiscal year ending October 31, 2013, by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
20,824,769	77,501	62,026	N/A

Section 9 Financial Statements and Exhibits**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are filed with this Current Report:

Exhibit No.	Description
99.1	Press release of Sanderson Farms, Inc. dated February 14, 2013

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.

SANDERSON FARMS, INC.

(Registrant)

Date: February 18th, 2013

*By: /s/ D. Michael Cockrell
D. Michael Cockrell
Treasurer and Chief Financial Officer*

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of Sanderson Farms, Inc. dated February 14, 2013