

BUFFALO WILD WINGS INC  
Form 8-K  
May 15, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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): **May 8, 2014**

**BUFFALO WILD WINGS, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**                      **000-24743**    **31-1455913**  
**(State or other jurisdiction (Commission (IRS Employer**  
**of incorporation)              File Number) Identification No.)**

**5500 Wayzata Boulevard, Suite 1600**

**Minneapolis, Minnesota**                      **55416**

**(Address of principal executive offices) (Zip Code)**

Registrant's telephone number, including area code 952-593-9943

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):

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))

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

Buffalo Wild Wings, Inc. (the “Company”) held its Annual Meeting of Shareholders on May 8, 2014. The following matters were voted upon by the shareholders:

1. A proposal to elect members of the Board of Directors, thereby setting the number of members of the Board of Directors at seven. The following directors were elected based on the votes listed below:

<u><b>Nominee</b></u>	<u><b>For</b></u>	<u><b>Withheld</b></u>	<u><b>Broker Non-Vote</b></u>
Sally J. Smith	14,445,673	266,023	2,642,520
Dale M. Applequist	14,455,496	256,200	2,642,520
Warren E. Mack	13,098,245	1,613,451	2,642,520
J. Oliver Maggard	14,469,929	241,767	2,642,520
Michael P. Johnson	14,672,455	39,241	2,642,520
James M. Damian	14,672,475	39,221	2,642,520
Jerry R. Rose	14,673,506	38,190	2,642,520

2. A proposal to approve, on an advisory basis, the compensation of the Company’s executive officers as disclosed in the Company’s proxy statement distributed to shareholders in connection with the Annual Meeting. The proposal obtained advisory approval based on the following vote:

<u><b>For</b></u>	<u><b>Against</b></u>	<u><b>Abstain</b></u>	<u><b>Broker Non-Vote</b></u>
14,593,980	73,246	44,470	2,642,520

3. A proposal to ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 28, 2014. The proposal obtained approval based on the following vote:

<u><b>For</b></u>	<u><b>Against</b></u>	<u><b>Abstain</b></u>
16,990,729	323,531	39,956

**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.

BUFFALO WILD WINGS, INC.

By: /s/ Emily C. Decker  
Emily C. Decker  
Vice President, General Counsel

Date: May 15, 2014