

TRACTOR SUPPLY CO /DE/  
Form 8-K/A  
September 19, 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): April 29, 2011 (April 28, 2011)

TRACTOR SUPPLY COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

000-23314  
(Commission File Number)

13-3139732  
(IRS Employer Identification No.)

200 Powell Place Brentwood, Tennessee  
(Address of principal executive offices)

37027  
(Zip Code)

Registrant's telephone number, including area code: (615) 440-4000

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):

- 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))

EXPLANATORY NOTE

Tractor Supply Company (the “Company”) is filing this Amendment No. 1 to its Current Report on Form 8-K filed on April 29, 2011 for the sole purpose of disclosing the Company’s decision as to the frequency with which it will include advisory votes on the compensation of its named executive officers in future annual meeting proxy materials.

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

As previously reported, at the Company’s 2011 Annual Meeting of Stockholders a majority of the shares cast voted, on an advisory basis, to hold future advisory votes on the compensation of the Company’s named executive officers on an annual basis. After consideration of the stockholder voting results, the Company’s Board of Directors has determined that the Company will hold an annual advisory vote on the compensation of the Company’s named executive officers until the next stockholder advisory vote on the frequency of future votes on executive compensation, which will occur no later than the Company’s annual meeting of shareholders in 2017, or until the Board of Directors otherwise determines that a different frequency for such advisory vote would be in the best interests of the Company’s stockholders.

---

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.

TRACTOR SUPPLY COMPANY

Date: September 19, 2011

By: /s/ Anthony F. Crudele

Name: Anthony F. Crudele

Title: Executive Vice President - Chief Financial Officer and  
Treasurer