

Fresh Market, Inc.  
Form 8-K  
June 06, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported): June 3, 2014

THE FRESH MARKET, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or other Jurisdiction of Incorporation)	1-34940 (Commission File Number)	56-1311233 (I.R.S. Employer Identification No.)
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628 Green Valley Road, Suite 500, Greensboro, NC 27408  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (336) 272-1338

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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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))

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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.

(a) The 2014 annual meeting of stockholders (the “Annual Meeting”) of the Company was held on June 3, 2014 in Greensboro, North Carolina.

(b) At the Annual Meeting, the stockholders of the Company voted on the following matters, which are described in detail in the Company’s proxy statement dated April 23, 2014 for the Annual Meeting (the “Proxy Statement”): (1) to elect three Class I directors to a three-year term expiring at the Company’s annual meeting of stockholders in 2017 (“Proposal 1”); (2) to approve, on an advisory basis, the compensation paid to the Company’s named executive officers in its 2013 fiscal year as disclosed in the Proxy Statement (“Proposal 2”); and (3) to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the Company’s 2014 fiscal year (“Proposal 3”). The final voting results for Proposals 1, 2 and 3 are set forth below.

The Company’s stockholders approved each of the nominees recommended for election in Proposal 1. The votes cast at the Annual Meeting were as follows:

	For	Withheld	Broker Non-Votes
Craig Carlock	41,015,036	288,783	4,260,104
Richard Noll	40,993,293	310,526	4,260,104
Michael Tucci	41,019,095	284,724	4,260,104

The Company’s stockholders approved Proposal 2 on an advisory basis. The votes cast at the Annual Meeting were as follows: 40,742,906 shares voted for, 421,172 shares voted against and 139,741 shares abstained from voting. There were 4,260,104 broker non-votes with respect to Proposal 2.

The Company’s stockholders approved Proposal 3. The votes cast at the Annual Meeting were as follows: 45,286,633 shares voted for, 71,359 shares voted against and 205,931 shares abstained from voting. There were no broker non-votes with respect to Proposal 3.

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.

THE FRESH MARKET, INC.

Dated: June 6, 2014 By: /s/ Scott F. Duggan

Name: Scott F. Duggan

Title: Senior Vice President – General Counsel