

FLOWERS FOODS INC  
Form 8-K  
June 07, 2010

**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): June 7, 2010 (June 4, 2010)**  
**FLOWERS FOODS, INC.**

(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| Georgia  | 1-16247                  | 58-2582379                        |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 1919 Flowers Circle, Thomasville, GA           |                          | 31757                             |
| (Address of principal executive offices)       |                          | (Zip Code)                        |

Registrant's telephone number, including area code: (229) 226-9110

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 by Security Holders.**

The company's Annual Meeting of Shareholders was held on June 4, 2010 in Thomasville, Georgia for the following purposes and with the following voting results:

(1) To elect one nominee as director of the company to serve for a term of two years and four nominees as directors of the company to serve for a term of three years:

| <b>Class II Director:</b> | <b>For</b> | <b>Withheld</b> | <b>Broker-Non<br/>Votes</b> |
|---------------------------|------------|-----------------|-----------------------------|
| David V. Singer           | 77,501,649 | 894,050         | 7,386,073                   |

| <b>Class III Directors:</b> | <b>For</b> | <b>Withheld</b> | <b>Broker-Non<br/>Votes</b> |
|-----------------------------|------------|-----------------|-----------------------------|
| Franklin L. Burke           | 62,068,463 | 16,327,236      | 7,386,073                   |
| George E. Deese             | 61,892,352 | 16,503,347      | 7,386,073                   |
| Manuel A. Fernandez         | 61,638,955 | 16,756,744      | 7,386,073                   |
| Melvin T. Stith             | 62,045,464 | 16,350,235      | 7,386,073                   |

(2) To ratify the selection of PricewaterhouseCoopers LLP to serve as the independent registered public accounting firm for Flowers Foods for the fiscal year ending January 1, 2011:

|                  |            |
|------------------|------------|
| For              | 85,449,626 |
| Against          | 253,318    |
| Abstain          | 78,827     |
| Broker Non-Votes | 0          |

Director-nominees received a plurality of votes cast in the election of directors and were elected to serve their respective terms. Proposal 2 received a majority of votes cast and passed.

**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.

**FLOWERS FOODS, INC.**

By: /s/ R. Steve Kinsey

Name: R. Steve Kinsey

Title: Executive Vice President and Chief  
Financial Officer

Date: June 7, 2010