

CONAGRA BRANDS INC.  
Form 8-K  
September 27, 2018

**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): September 21, 2018**

**Conagra Brands, Inc.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**222 W. Merchandise Mart Plaza,**

**1-7275**  
**(Commission**  
**File Number)**

**47-0248710**  
**(I.R.S. Employer**  
**Identification No.)**

**60654**

**Suite 1300**

**Chicago, Illinois**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (312) 549-5000**

**N/A**

**(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02 Results of Operations and Financial Condition.**

On September 27, 2018, Conagra Brands, Inc. (the Company) issued a press release which contained information on the Company's first quarter fiscal 2019 financial results. The press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

The information furnished pursuant to Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to liabilities under that section and shall not be deemed to be incorporated by reference into any document filed under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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

On September 21, 2018, the Company held its 2018 Annual Meeting of Stockholders (the Meeting). The final voting results for the matters brought before the Meeting are set forth below.

**1. Election of Directors**

The Company's stockholders elected, for a one-year term, the following nominees for election to the Board of Directors. For each nominee, the votes cast for, the votes withheld and broker non-votes were as follows:

| <b>Director</b>   | <b>For</b>  | <b>Withhold</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------|-----------------|-------------------------|
| Anil Arora        | 295,060,354 | 1,194,072       | 52,959,924              |
| Thomas K. Brown   | 295,083,184 | 1,171,242       | 52,959,924              |
| Stephen G. Butler | 287,429,685 | 8,824,741       | 52,959,924              |
| Sean M. Connolly  | 295,313,547 | 940,879         | 52,959,924              |
| Joie A. Gregor    | 294,831,218 | 1,423,208       | 52,959,924              |
| Rajive Johri      | 293,795,220 | 2,459,206       | 52,959,924              |
| Richard H. Lenny  | 293,727,603 | 2,526,823       | 52,959,924              |
| Ruth Ann Marshall | 291,123,186 | 5,131,240       | 52,959,924              |
| Craig P. Omtvedt  | 295,037,281 | 1,217,145       | 52,959,924              |

**2. Ratification of Appointment of Independent Auditor for Fiscal 2019**

The Company's stockholders ratified the appointment of KPMG LLP, an independent registered public accounting firm, as the independent auditor of the Company for fiscal 2019. The votes cast for and against this proposal, as well as abstentions from voting, were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 344,013,564 | 4,555,539      | 645,247        |

**3. Advisory Vote on Named Executive Officer Compensation**

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The Company's stockholders approved, on an advisory basis, a resolution approving the Company's named executive officer compensation. The votes cast for and against this proposal, as well as the abstentions and broker non-votes, were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 278,206,212 | 16,298,709     | 1,749,505      | 52,959,924              |

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit**

| <b>No.</b> | <b>Description</b>                             |
|------------|--|
| 99.1       | <u>Press Release issued September 27, 2018</u> |

**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.

**CONAGRA BRANDS, INC.**

By: /s/ David Marberger  
Name: David Marberger  
Title: Executive Vice President,  
Chief Financial Officer

Date: September 27, 2018