

DILLARDS INC
Form 8-K
May 21, 2014

UNITED STATES
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): May 17, 2014

Dillard's, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-6140

(Commission File Number)

71-0388071

(I.R.S. Employer
Identification No.)

1600 Cantrell Road
Little Rock, Arkansas

(Address of Principal Executive Offices)

72201

(Zip Code)

(501) 376-5200

(Registrant's Telephone Number, Including Area Code)

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

Dillard's, Inc. (the "Company") held its Annual Meeting of Stockholders on May 17, 2014, at which stockholders considered and approved the following items:

1. Election of Directors

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|----------------------|------------|---------------|-----------------|------------------|
| Class A. Nominees: | | | | |
| Frank R. Mori | 31,287,095 | 970,573 | 83,762 | 2,870,785 |
| Reynie Rutledge | 31,339,410 | 918,456 | 83,564 | 2,870,785 |
| J.C. Watts, Jr. | 31,326,298 | 932,689 | 82,443 | 2,870,785 |
| Nick White | 31,336,373 | 920,065 | 84,992 | 2,870,785 |
| Class B Nominees: | | | | |
| Robert C. Connor | 4,010,760 | - | - | - |
| Alex Dillard | 4,010,760 | - | - | - |
| Mike Dillard | 4,010,760 | - | - | - |
| William Dillard, II | 4,010,760 | - | - | - |
| James I. Freeman | 4,009,968 | 792 | - | - |
| H. Lee Hastings, III | 4,009,968 | 792 | - | - |
| Drue Matheny | 4,010,760 | - | - | - |
| Warren A. Stephens | 4,009,968 | 792 | - | - |

Other Proposals

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|---|------------|---------------|-----------------|------------------|
| 2. Advisory vote on the compensation of the Company's named executive officers: | 35,782,592 | 456,561 | 113,037 | 2,870,785 |

| | Votes For | Votes Against | Votes Abstained |
|---|------------|---------------|-----------------|
| 3. Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2014: | 39,081,964 | 48,935 | 92,076 |

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.

DILLARD'S, INC.

DATED: May 20, 2014

By: /s/ James I. Freeman
Name: James I. Freeman
Title: Senior Vice President & Chief Financial Officer