

BJs RESTAURANTS INC
Form 8-K
June 04, 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) **June 3, 2014**

BJ'S RESTAURANTS, INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction
of incorporation)

0-21423
(Commission File Number)

33-0485615
(IRS Employer Identification No.)

7755 Center Avenue, Suite 300
Huntington Beach, CA
(Address of principal executive offices) **92647**
(Zip Code)
Registrant's telephone number, including area code: **(714) 500-2400**

(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))

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

On June 3, 2014, BJ's Restaurants, Inc. (the "Company") held its Annual Meeting of Shareholders. Shareholders to vote upon (i) the election of directors, (ii) approval, on an advisory and non-binding basis, of the compensation of named executive officers; and (iii) ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2014.

Gregory A. Trojan, Gerald W. Deitchle, Peter A. Bassi, Larry D. Bouts, James A. Dal Pozzo, Noah A. Elbogen, J. Roger King, Mark A. McEachen, Wesley A. Nichols, Lea Anne S. Ottinger, and Patrick D. Walsh were nominated

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and elected at the meeting. The following votes were cast for each of the nominees:

| Name | For | Authority |
|----------------------|------------|-----------|
| | | Withheld |
| Gerald W. Deitchle | 24,930,193 | 53,684 |
| Peter A. Bassi | 24,790,360 | 193,517 |
| Larry D. Bouts | 24,790,318 | 193,559 |
| James A. Dal Pozzo | 23,610,038 | 1,373,839 |
| Noah A. Elbogen | 24,781,481 | 202,396 |
| J. Roger King | 24,789,560 | 194,317 |
| Mark A. McEachen | 24,772,843 | 211,034 |
| Wesley A. Nichols | 24,797,733 | 186,144 |
| Lea Anne S. Ottinger | 24,900,788 | 83,089 |
| Gregory A. Trojan | 24,895,309 | 88,568 |
| Patrick D. Walsh | 24,801,646 | 182,231 |

There were 2,193,762 broker non-votes with respect to the election of directors.

In addition, the shareholders approved, on an advisory and non-binding basis, the compensation of named executive officers. The following votes were cast on the approval compensation of named executive officers: 24,870,101 For; 100,383 Against; 13,393 Abstain. There were 2,193,762 broker non-votes.

Finally, the shareholders approved the ratification of Ernst & Young LLP as our independent registered public accounting firm for the 2014 fiscal year. The following votes were cast on the ratification: 27,129,121 For; 42,297 Against; 6,221 Abstain. There were no broker non-votes.

A copy of the press release announcing the vote results is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|----------------------------------|
| 99.1 | Press Release dated June 4, 2014 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BJ'S RESTAURANTS, INC.
(Registrant)

June 4, 2014
(Date)

By: **/s/ GREGORY S. LEVIN**
Gregory S. Levin
*Executive Vice President,
Secretary and Chief Financial Officer
(Principal Accounting Officer)*

EXHIBIT INDEX

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