

FLOWERS FOODS INC  
Form 8-K/A  
August 23, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 23, 2018 (July 2, 2018)**

**FLOWERS FOODS, INC.**  
**(Exact name of registrant as specified in its charter)**

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

**1-16247**  
**(Commission File Number)**

**58-2582379**  
**(IRS Employer Identification No.)**

**1919 Flowers Circle, Thomasville, GA**  
**(Address of principal executive offices)**

**31757**  
**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

### **Explanatory Note**

This Amendment No. 1 to Form 8-K (this Amendment ) is being filed as an amendment to the Current Report on Form 8-K filed by Flowers Foods, Inc. (the Company ) on July 2, 2018 (the Original 8-K ). The Original 8-K was filed to, among other things, announce the appointment of A. Ryals McMullian to the position of chief operating officer, effective June 27, 2018. At the time of the filing of the Original 8-K, Mr. McMullian's compensation in connection with his appointment as chief operating officer had not been determined. Accordingly, the sole purpose of this Amendment is to provide Mr. McMullian's compensation in connection with his appointment as chief operating officer.

#### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 17, 2018, the Board of Directors of the Company approved Mr. McMullian's compensation in connection with his appointment as chief operating officer. Effective July 1, 2018, Mr. McMullian's annual base salary increased to \$550,000. Mr. McMullian's target bonus percentage under the Company's Annual Executive Bonus Plan is 75% of his base salary and his actual bonus will be prorated for fiscal 2018. In addition, Mr. McMullian's target award payout under the 2019 program under the Company's 2014 Omnibus Equity and Incentive Compensation Plan will be 165% of his base salary.

**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: Chief Financial Officer and

Chief Administrative Officer

Date: August 23, 2018