

BOSTON BEER CO INC  
Form 8-K  
May 31, 2016

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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 25, 2016

The Boston Beer Company, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

001-14092

04-3284048

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

One Design Center Place, Suite 850, Boston,  
Massachusetts

02210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(617) 368-5000

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:

- ☐ 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 of Security Holders.**

**2016 Annual Meeting of Stockholders**

The Company held its 2016 Annual Meeting of Stockholders on May 25, 2016, at which a quorum of 67% of Class A Stockholders and 100% of Class B Stockholders was present and acting throughout. The proposals submitted by the Board of Directors to the Stockholders for action and the results of the voting on each proposal are indicated below.

**Item 1.** The Class A Stockholders elected the following three (3) Class A Directors, each for a term of one (1) year ending upon the completion of the 2017 Annual Meeting of Stockholders in accordance with the Company's By-Laws and until their respective successors are duly chosen and qualified: David A. Burwick received 6,070,711 votes for and 210,077 votes withheld; Michael Spillane received 6,254,309 votes for and 26,479 votes withheld; and Jean-Michel Valette received 6,036,950 votes for and 243,838 votes withheld. There were no broker non-votes in connection with the election of the Class A Directors.

**Item 2.** The Class A Stockholders approved, on an advisory basis, the following non-binding resolution relating to executive compensation:

RESOLVED, that the compensation policies and procedures followed by the Company and the Compensation Committee of the Company's Board of Directors and the level and mix of compensation paid to the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, resulting from such policies and procedures are hereby determined to be appropriate for the Company and accordingly approved.

The results of the advisory vote are as follows: 6,161,621 votes for; 91,348 votes against; 27,819 abstentions; and no broker non-votes.

**Item 3.** The Class B Stockholders elected the following six (6) Class B Directors, each for a term of one (1) year ending upon the completion of the 2017 Annual Meeting of Stockholders in accordance with the Company's By-Laws and until their respective successors are duly chosen and qualified and each by a unanimous vote of 3,367,355 votes for and 0 votes withheld: Cynthia A. Fisher, David P. Fialkow, C. James Koch, Jay Margolis, Martin F. Roper, and Gregg A. Tanner. There were no broker non-votes in connection with the election of the Class B Directors.

**Item 4.** The Class B Stockholders ratified the appointment of Deloitte and Touche LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2016 by a unanimous vote of 3,367,355 votes for; 0 votes against; and no abstentions or broker non-votes.

No other matters came before the meeting.

**Item 8.01. Other Events.**

At a meeting held on May 26, 2017, the Board of Directors, acting on the recommendation of the Nominating/Governance Committee, appointed the following independent Directors to the respective committees of the Board:

**Audit Committee:** Gregg A. Tanner (chair), Jay Margolis, and Jean-Michel Valette

**Compensation Committee:** Michael Spillane (chair), David A. Burwick, and Jay Margolis

**Nominating/Governance Committee:** David A. Burwick (chair), Jay Margolis, and Jean-Michel Valette

Additionally, at that same meeting, the Board of Directors re-appointed Jean-Michel Valette as its Lead Director, a position he has held since May 2013.

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**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.

The Boston Beer Company, Inc.

*May 31, 2016*

By: */s/ Martin F. Roper*

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*Name: Martin F. Roper*  
*Title: Chief Executive Officer*