

REGIS CORP
Form 8-K
October 28, 2013

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): **October 22, 2013**

REGIS CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of incorporation)

1-12725
(Commission File Number)

41-0749934
(IRS Employer Identification No)

**7201 Metro Boulevard
Minneapolis, MN 55439**

(Address of principal executive offices and zip code)

(952) 947-7777

(Registrant's telephone number, including area code)

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(Not applicable)

(Former name or former address, if changed from 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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Regis Corporation Current Report on Form 8-K

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On October 22, 2013, Regis Corporation (the Company) held its Annual Meeting of Shareholders (the Annual Meeting) in Edina, Minnesota. At the Annual Meeting, the following five proposals were voted on by the Company's shareholders. The proposals are described in detail in the proxy statement for the Annual Meeting.

1. **Election of Directors.** The shareholders elected the eight director nominees to serve for a one-year term. The results of the vote on the election of directors were as follows:

| DIRECTOR NOMINEE | For | Withhold Authority | Broker Non-Votes |
|---------------------|------------|-----------------------|---------------------|
| Daniel G. Beltzman | 47,799,417 | 3,727,061 | 2,399,691 |
| James P. Fogarty | 50,026,496 | 1,499,982 | 2,399,691 |
| David J. Grissen | 50,535,117 | 991,361 | 2,399,691 |
| Daniel J. Hanrahan | 47,988,613 | 3,537,865 | 2,399,691 |
| Mark S. Light | 50,532,861 | 993,617 | 2,399,691 |
| Michael J. Merriman | 47,798,232 | 3,728,246 | 2,399,691 |
| Stephen E. Watson | 47,798,732 | 3,727,746 | 2,399,691 |
| David P. Williams | 50,025,299 | 1,501,179 | 2,399,691 |

2. **Amendment of the Company's Restated Articles of Incorporation** The shareholders approved the amendment to the Company's Restated Articles of Incorporation to require directors to receive a majority of the votes cast in an uncontested election in order to be elected to the Board of Directors. The results of the vote on the amendment to the Restated Articles of Incorporation were as follows:

| | |
|------------------|------------|
| For | 51,428,542 |
| Against | 13,102 |
| Abstain | 84,834 |
| Broker Non-Votes | 2,399,691 |

3. **Amendment of the Company's 2004 Long-Term Incentive Plan.** The shareholders approved the amendment to the Company's 2004 Long-Term Incentive Plan to extend its term for a period of ten years through May 26, 2024. The results of the vote on the amendment to the 2004 Long-Term Incentive Plan were as follows:

| | |
|------------------|------------|
| For | 50,380,172 |
| Against | 1,000,874 |
| Abstain | 145,432 |
| Broker Non-Votes | 2,399,691 |

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4. **Ratification of Appointment of Independent Registered Public Accounting Firm.** The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2014. The results of the vote on the ratification of the appointment of PricewaterhouseCoopers were as follows:

| | |
|---------|------------|
| For | 53,702,218 |
| Against | 134,105 |
| Abstain | 89,846 |

5. **Say-on-Pay Proposal.** The shareholders approved the advisory proposal on the compensation of the Company's named executive officers. The results of the advisory vote on the say-on-pay proposal were as follows:

| | |
|------------------|------------|
| For | 48,110,082 |
| Against | 3,075,292 |
| Abstain | 341,104 |
| Broker Non-Votes | 2,399,691 |

SIGNATURE

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

REGIS CORPORATION

Dated: October 28, 2013

By:

/s/ Eric Bakken

Name: Eric Bakken, Title: Secretary