

SUBURBAN PROPANE PARTNERS LP
Form 8-K
May 14, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 13, 2015

SUBURBAN PROPANE PARTNERS, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-14222
(Commission File Number)

22-3410353
(IRS Employer Identification No.)

240 Route 10 West, Whippany, New Jersey
(Address of Principal Executive Offices)
(973) 887-5300

07981
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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.

On May 13, 2015, Suburban Propane Partners, L.P. (the Partnership) held its regular Tri-Annual Meeting (the Meeting) of its limited partners (Unitholders).

At the Meeting, the Unitholders re-elected to the Board of Supervisors, for a three-year term, all seven nominees proposed by the Board:

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> |
|----------------------|------------|-----------------|
| Harold R. Logan, Jr. | 30,562,489 | 566,395 |
| John Hoyt Stookey | 30,490,345 | 638,539 |
| John D. Collins | 30,575,195 | 553,689 |
| Jane Swift | 30,476,855 | 652,029 |
| Lawrence C. Caldwell | 30,605,817 | 523,067 |
| Matthew J. Chanin | 30,597,274 | 531,610 |
| Michael A. Stivala | 30,616,561 | 512,323 |

At the Meeting, the Unitholders also approved the following proposals:

The ratification of the appointment of PricewaterhouseCoopers LLP as the Partnership's independent registered public accounting firm for the Partnership's 2015 fiscal year:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 53,590,920 | 486,893 | 355,019 | -0- |

The approval of an amendment to the Partnership's 2009 Restricted Unit Plan increasing by an additional 1,200,000 common units the number of common units of the Partnership authorized for awards under that Plan:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 28,543,681 | 2,046,902 | 538,301 | 23,303,948 |

The approval of an advisory resolution approving executive compensation (commonly referred to as Say-on-Pay):

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 28,802,659 | 1,712,622 | 613,603 | 23,303,948 |

Because the Partnership's partnership agreement provides for Tri-Annual Meetings of the Unitholders (once every 3 years), no proposal regarding the frequency of Say-on-Pay resolutions was presented to the Unitholders at the Meeting. The Partnership will, for so long as required by applicable law, include a Say-on-Pay proposal at each Tri-Annual Meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|------------------------|---|
| 99.1 | Press Release of Suburban Propane Partners, L.P. dated May 14, 2015 setting forth results of voting at Meeting. |

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.

SUBURBAN PROPANE PARTNERS, L.P.

By: /s/ PAUL ABEL

Name: Paul Abel

Title: Senior Vice President, Secretary and General Counsel

Date: May 14, 2015

EXHIBIT INDEX

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