

WINMARK CORP  
Form 8-K  
February 24, 2011

**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): **February 24, 2011**

**Winmark Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Minnesota**

(State or Other Jurisdiction of Incorporation)

**000-22012**  
(Commission File Number)

**41-1622691**  
(I.R.S. Employer Identification Number)

**605 Highway 169 North, Suite 400, Minneapolis, Minnesota 55441**

(Address of Principal Executive Offices) (Zip Code)

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(763) 520-8500

(Registrant's Telephone Number, Including Area Code)

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 2.02 Results of Operations and Financial Condition

On February 24, 2011, the Company announced in a press release its results of operations and financial condition for the year ended December 25, 2010. A copy of the press release is attached as Exhibit 99.1 of this Current Report on Form 8-K.

### Item 7.01 Regulation FD Disclosure

On February 24, 2011, the Company announced in a press release its results of operations and financial condition for the year ended December 25, 2010. A copy of the press release is attached as Exhibit 99.1 of this Current Report on Form 8-K.

### Item 8.01 Other Events.

On February 24, 2011, the Company announced that the Board of Directors authorized a 500,000 share repurchase in addition to the approximately 40,000 shares remaining under an existing Board authorization. The new authorization is equal to approximately ten percent of Winmark's currently outstanding shares. A copy of the press release is attached as Exhibit 99.2 of this Current Report on Form 8-K.

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

99.1 Press Release dated February 24, 2011

99.2 Press Release dated February 24, 2011

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.

WINMARK CORPORATION

WINMARK CORPORATION

Date: February 24, 2011

By:

/s/ Anthony D. Ishaug  
Anthony D. Ishaug  
Chief Financial Officer and Treasurer

EXHIBIT INDEX

to

Form 8-K

Winmark Corporation

| <b>Exhibit Number</b> | <b>Exhibit Description</b>            |
|-----------------------|---------------------------------------|
| 99.1                  | Press Release dated February 24, 2011 |
| 99.2                  | Press Release dated February 24, 2011 |