

CAL-MAINE FOODS INC
Form DEFR14A
September 06, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Amendment No. 1

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to
§240.14a-12

Cal-Maine Foods, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

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4) Date Filed:

Notice of
Annual Meeting
and
Proxy Statement

October 6, 2017

TABLE OF CONTENTS

	Page
Notice of Annual Meeting	1
General Matters	2
Voting Shares	3
Ownership of Voting Securities by Certain Beneficial Owners and Management	5
Proposal No. 1: Election of Directors	7
Nominees for Directors	8
Executive Officers of the Company	10
Corporate Governance	10
Meetings and Attendance	10
Board Committees	10
Consideration of Director Nominees; Diversity	11
Stockholder Communications	12
Risk Oversight	12
Stock Ownership Guidelines	12
Board Independence and Impact of “Controlled Company” Status	12
Executive Sessions	13
Code of Ethics	13
Board Leadership Structure	13
Chairman Emeritus	13
Section 16(a) Beneficial Ownership Reporting Compliance	13
Related-Party Transactions	13
Compensation Discussion and Analysis	14
Compensation Philosophy and Process	14
Compensation Practices and Risks	15
Elements of Compensation	15
General Matters Regarding Executive Compensation	17
Compensation Advisors	17
Compensation Committee Report	17
Compensation Committee Interlocks and Insider Participation	18
Compensation Tables	19
Potential Payments Upon Termination or Change in Control	24
Director Compensation	26
Proposal No. 2: Advisory Vote on the Compensation of Our Named Executive Officers	27
Proposal No. 3: Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of Our Named Executive Officers	27
Report of the Audit Committee	29
Fees and Related Disclosures for Accounting Services	29
Proposal No. 4: Ratification of Selection of Independent Registered Public Accounting Firm	30
Stockholder Proposals	30
Other Matters	30
Incorporation by Reference	30

NOTICE OF ANNUAL MEETING

October 6, 2017

TO THE STOCKHOLDERS:

The Annual Meeting of Stockholders of Cal-Maine Foods, Inc. will be held at the corporate offices of Cal-Maine Foods, Inc. at 3320 W. Woodrow Wilson Avenue, Jackson, Mississippi 39209, at 10:00 a.m., Central Time, on Friday, October 6, 2017, for the following purposes:

1. To elect six directors to serve for the ensuing year;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To approve, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers;
4. To ratify the selection of Frost, PLLC as our independent registered public accounting firm for fiscal year 2018; and
5. To consider and act upon such other matters as may properly come before the Annual Meeting or any adjournments thereof.

August 11, 2017, has been fixed as the record date for determination of stockholders entitled to vote at the Annual Meeting and to receive notice thereof.

The directors sincerely desire your presence at the meeting. However, so that we may be sure your vote will be included, please sign, date and return the enclosed proxy card promptly. A self-addressed, postage-paid return envelope is enclosed for your convenience.

FOR THE BOARD OF DIRECTORS
TIMOTHY A. DAWSON SECRETARY
DATED: September 1, 2017

STOCKHOLDERS ARE URGED TO VOTE BY DATING, SIGNING AND RETURNING THE ENCLOSED PROXY CARD IN THE ENCLOSED ENVELOPE TO WHICH NO POSTAGE NEED BE AFFIXED IF MAILED IN THE UNITED STATES.

CAL-MAINE FOODS, INC.

3320 W. Woodrow Wilson Avenue

Jackson, Mississippi 39209

PROXY STATEMENT FOR ANNUAL MEETING

OF STOCKHOLDERS TO BE HELD OCTOBER 6, 2017

The information set forth in this proxy statement is furnished in connection with the Annual Meeting of Stockholders of Cal Maine Foods, Inc. (the "Company") to be held on October 6, 2017, at 10:00 a.m., central time, at our principal executive offices, 3320 W. Woodrow Wilson Avenue, Jackson, Mississippi 39209. A copy of our Annual Report to Stockholders for the fiscal year ended June 3, 2017, accompanies this proxy statement. Our telephone number is (601) 948-6813. The terms "we," "us" and "our" used in this proxy statement refer to the Company.

GENERAL MATTERS

Additional copies of the Annual Report to Stockholders, and Notice of Annual Meeting, proxy statement and proxy card for the 2017 Annual Meeting of Stockholders will be furnished without charge to any stockholder upon written request to: Cal-Maine Foods, Inc., ATTN: Timothy A. Dawson, Secretary, Post Office Box 2960, Jackson, Mississippi 39207. Exhibits to the Annual Report on Form 10-K for the fiscal year ended June 3, 2017, may be furnished to stockholders upon the payment of an amount equal to the reasonable expenses incurred by us in furnishing such exhibits. A list of the stockholders of record as of the record date will be available for inspection by stockholders of the Company at the Company's corporate offices for 10 days preceding the date of the Annual Meeting.

The following proxy materials are first being sent to stockholders on or about September 1, 2017 and, while we are not soliciting proxies by internet, are being made available free of charge at our website, www.calmainefoods.com:

• The Notice of Annual Meeting and Proxy Statement for the 2017 Annual Meeting of Stockholders

• The Annual Report to Stockholders

• The form of proxy card being distributed to stockholders in connection with the 2017 Annual Meeting of Stockholders

Certain stockholders sharing an address may have received only one copy of this proxy statement and the Annual Report to Stockholders. The Company will promptly deliver, upon oral or written request, a separate copy of the proxy statement and the Annual Report to Stockholders to a stockholder at a shared address to which only a single copy of such documents were delivered.

If you want to receive separate copies of the Company's Annual Report to Stockholders and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you can make these requests through the following sources:

Stockholders of record should contact the Company's Corporate Secretary in writing or by telephone at Cal-Maine Foods, Inc., ATTN: Timothy A. Dawson, Secretary, Post Office Box 2960, Jackson, Mississippi 39207, telephone number (601) 948-6813.

Stockholders who are beneficial owners should contact their bank, broker or other nominee record holder.

Our Board of Directors is soliciting the enclosed proxy. The proxy may be revoked by a stockholder at any time before it is voted by filing with our Secretary a written revocation of such proxy or a duly executed proxy bearing a later date. The proxy also may be revoked by a stockholder attending the meeting, withdrawing the proxy, and voting in person.

All expenses incurred in connection with the solicitation of proxies will be paid by us. In addition to the solicitations of proxies by mail, our directors, officers, and regular employees may solicit proxies in person or by telephone. We will, upon request, reimburse banks, brokerage houses and other institutions, and fiduciaries for their expenses in forwarding proxy materials to their principals. No proxies will be solicited via the Internet or website posting.

VOTING SHARES

Stockholders of record at the close of business on August 11, 2017, are eligible to vote at the Annual Meeting in person or by proxy. As of the record date, 43,774,052 shares of our common stock were outstanding, and 4,800,000 shares of our Class A common stock were outstanding.

Each share of common stock is entitled to one vote on each matter to be considered at the Annual Meeting. Each share of Class A common stock is entitled to 10 votes on each such matter. The holders in person or by proxy of shares of our common stock and/or Class A common stock representing a majority of the voting interest of all such shares will constitute a quorum for purposes of the 2017 Annual Meeting of Stockholders. All matters other than the election of directors require the vote of a majority of the voting interest present in person or represented by proxy. The election of directors requires a plurality of the votes cast.

If a quorum is not present in person or by proxy, the holders of shares representing a majority of the voting interest of all such shares present may, without notice other than announcement at the meeting, adjourn the meeting from time to time, until a quorum is present, and at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

If you hold your shares in “street name,” you will receive instructions from your brokers or other nominees describing how to vote your shares. If you do not instruct your brokers or nominees how to vote your shares, they may vote your shares as they decide as to each matter for which they have discretionary authority under the rules of the New York Stock Exchange (“NYSE”). Under the rules of the NYSE, the proposal relating to the ratification of the selection of our independent registered public accounting firm is a discretionary proposal.

There are also non-discretionary matters for which brokers and other nominees do not have discretionary authority to vote unless they receive timely instructions from you. When a broker or other nominee does not have discretion to vote on a particular matter and you have not given timely instructions to the broker or other nominee on how that broker or nominee should vote your shares, a “broker non-vote” results. Although any broker non-vote would be counted as present at the meeting for purposes of determining a quorum, it would be treated as not entitled to vote with respect to non-discretionary matters.

Abstentions occur when stockholders are present at the Annual Meeting but fail to vote or voluntarily withhold their vote for any of the matters upon which the stockholders are voting. Abstentions are counted for purposes of determining whether a quorum is present and will have the same effect as a vote against proposals other than the election of directors.

Election of Directors. Both the shares of common stock and the shares of Class A common stock have the right of cumulative voting in the election of directors. Cumulative voting means that each stockholder will be entitled to cast as many votes as he or she has the right to cast (before cumulating votes), multiplied by the number of directors to be elected. All such votes may be cast for a single nominee or may be distributed among the nominees to be voted for as the stockholder sees fit. To exercise cumulative voting rights by proxy, a stockholder must clearly designate the number of votes to be cast for any given nominee. Under Delaware law, votes that are withheld from a director’s election will be counted toward a quorum but will not affect the outcome of the vote on the election of a director. Broker non-votes will not be taken into account in determining the outcome of the election. The election of directors requires a plurality of the votes cast, which means that the candidates receiving the highest number of “FOR” votes will be elected.

The following table summarizes the votes required for passage of each proposal and the effect of abstentions and uninstructed shares held by brokers.

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Proposal	Voting Options	Votes Required To Adopt Proposal	Effect of Abstentions	Effect of Broker Non-Votes
No.1: Election of directors	For or withhold on all nominees, or allocate votes among the nominees	Plurality of votes cast	N/A	No effect
No. 2: Approval, on an advisory basis, of the compensation of our named executive officers (“Say on Pay”)	For, against, or abstain	Majority of votes of shares present	Treated as votes against	No effect
No. 3: Approval, on an advisory basis, of the frequency of future advisory votes on the compensation of our named executive officers	Stockholders may select whether such vote should occur every year, every two years or every three years, or stockholders may abstain from voting	Majority of voting interest present in person or by proxy*	Treated as votes against	No effect
No. 4: Ratification of selection of independent registered public accounting firm	For, against or abstain	Majority of voting interest present in person or by proxy	Treated as votes against	N/A

* Because this advisory vote has three possible substantive voting options (every one year, every two years or every three years), we will consider stockholders to have “approved” the frequency selected by a plurality of the votes cast. The option that receives the most favorable votes by stockholders will be considered the preferred frequency and the recommendation of the stockholders.

Shares represented by a properly executed and returned proxy card will be voted at the Annual Meeting in accordance with the instructions indicated thereon. If no instructions are indicated, the person or persons named on the proxy card will vote:

FOR the election of the six nominees named in this proxy statement to serve as directors of the Company;

FOR the approval, on an advisory basis, of the compensation of our named executive officers;

In favor of holding an advisory vote on the compensation of our named executive officers EVERY THREE YEARS;

FOR the ratification of our selection of Frost, PLLC as independent registered public accounting firm of the Company for fiscal year 2018; and

In their discretion with respect to any unanticipated matters not included in this proxy statement that may properly come before the Annual Meeting or any adjournments thereof.

In accordance with Delaware law, the Company will appoint two inspectors of election. The inspectors will take charge of and will count the votes and ballots cast at the Annual Meeting and will make a written report on their determination.

OWNERSHIP OF VOTING SECURITIES BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as to the beneficial ownership of our common stock and Class A common stock as of July 21, 2017, unless otherwise indicated, by:

• each person known by us to beneficially own more than 5% of either class outstanding, and
 • each director of the Company, each nominee to serve as a director, each executive officer named in the Summary Compensation Table (each a “named executive officer”) and by all directors and executive officers as a group.

Name of Beneficial Owner (1)	Common Stock and Class A Common Stock		Percentage of Total Voting Power (3)		
	Number of Shares Beneficially Owned (2)	Percentage of Class Outstanding	Common	Class A	Common/Class A
Fred R. Adams, Jr. (through Adolphus B. Baker and Jean Morris Adams, as his Co-Conservators) (4)	12,168,601	3,584,822	27.8%	74.7%	52.3%
Jean Morris Adams (5)	12,168,601	3,584,822	27.8%	74.7%	52.3%
Adolphus B. Baker (6)	11,279,056	4,703,520	25.8%	98.0%	63.5%
Timothy A. Dawson (7)	23,148	-0-	*	-0-	*
Charles J. Hardin (8)	26,230	-0-	*	-0-	*
Robert L. Holladay, Jr. (9)	12,357	-0-	*	-0-	*
Letitia C. Hughes (10)	29,865	-0-	*	-0-	*
Sherman L. Miller (11)	15,413	-0-	*	-0-	*
James E. Poole (12)	6,265	-0-	*	-0-	*
Steve W. Sanders (13)	10,265	-0-	*	-0-	*
BlackRock, Inc. (14)	3,754,068	-0-	8.6%	-0-	4.1%
The Vanguard Group, Inc. (15)					