

RITE AID CORP  
Form 8-K  
November 05, 2018  
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):  
November 5, 2018 (October 30, 2018)

Rite Aid Corporation  
(Exact name of registrant as specified in its charter)

|   |                                    |   |
|---|------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 1-5742<br>(Commission File Number) | 23-1614034<br>(IRS Employer<br>Identification Number) |
|---|------------------------------------|---|

30 Hunter Lane, Camp Hill, Pennsylvania 17011  
(Address of principal executive offices, including zip code)

(717) 761-2633  
(Registrant's telephone number, including area code)

N/A  
(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.07. Submission of Matters to a Vote of Security Holders.

Rite Aid Corporation (“Rite Aid”) held its 2018 Annual Meeting of Stockholders on October 30, 2018. The following is a summary of the matters voted on at that meeting.

The stockholders elected Rite Aid’s nominees to the Board of Directors. The persons elected to Rite Aid’s Board of (a) Directors and the number of shares cast for, the number against, the number abstaining and broker non-votes, with respect to each of these persons, were as follows:

| Name                    | For         | Against     | Abstain    | Broker Non-Votes |
|-------------------------|-------------|-------------|------------|------------------|
| Joseph B. Anderson, Jr. | 373,524,467 | 119,006,570 | 4,778,539  | 417,926,508      |
| Bruce G. Bodaken        | 286,293,600 | 206,156,296 | 4,859,680  | 417,926,508      |
| Robert E. Knowling, Jr. | 384,750,201 | 92,455,402  | 20,103,973 | 417,926,508      |
| Kevin E. Lofton         | 381,883,657 | 110,068,326 | 5,357,593  | 417,926,508      |
| Louis P. Miramontes     | 387,572,449 | 89,603,519  | 20,133,608 | 417,926,508      |
| Arun Nayar              | 387,504,156 | 89,804,205  | 20,001,215 | 417,926,508      |
| Michael N. Regan        | 280,397,308 | 212,084,725 | 4,827,543  | 417,926,508      |
| John T. Standley        | 374,139,206 | 119,406,325 | 3,764,045  | 417,926,508      |
| Marcy Syms              | 279,762,113 | 212,949,666 | 4,597,797  | 417,926,508      |

The stockholders ratified the appointment of Deloitte & Touche LLP as Rite Aid’s independent registered public (b) accounting firm. The number of shares cast in favor of the ratification of Deloitte & Touche LLP, the number against, the number abstaining and broker non-votes were as follows:

| For         | Against     | Abstain    | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 759,916,676 | 140,149,699 | 15,169,709 | 0                |

The stockholders did not approve, on an advisory basis, the compensation of Rite Aid’s Named Executive Officers (c) as set forth in Rite Aid’s proxy statement for the 2018 Annual Meeting of Stockholders. The number of shares cast in favor of the compensation of Rite Aid’s Named Executive Officers, the number against, the number abstaining and broker non-votes were as follows:

| For        | Against     | Abstain   | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 81,863,657 | 411,212,158 | 4,233,761 | 417,926,508      |

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The stockholders approved a stockholder proposal seeking to adopt a policy that the chairman be an independent (d)director. The number of shares cast in favor of the stockholder proposal, the number against, the number abstaining and broker non-votes were as follows:

| For         | Against     | Abstain   | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 285,720,248 | 204,476,346 | 7,112,982 | 417,926,508      |

(e) The stockholders approved a stockholder proposal seeking a sustainability report. The number of shares cast in favor of the stockholder proposal, the number against, the number abstaining and broker non-votes were as follows:

| For         | Against    | Abstain    | Broker Non-Votes |
|-------------|------------|------------|------------------|
| 386,917,139 | 96,902,265 | 13,490,172 | 417,926,508      |

The stockholders approved a stockholder proposal seeking a report on governance measures related to opioids. The (f)number of shares cast in favor of the stockholder proposal, the number against, the number abstaining and broker non-votes were as follows:

| For         | Against     | Abstain    | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 281,871,450 | 177,351,466 | 38,086,660 | 417,926,508      |

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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 hereto duly authorized.

Date: November 5, 2018 By: /s/ James J. Comitale  
Name: James J. Comitale  
Title: Senior Vice President,  
General Counsel