

AFC ENTERPRISES INC

FORM 8-K (Current report filing)

Filed 05/23/11 for the Period Ending 05/19/11

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| Address | 5555 GLENRIDGE CONNECTOR, NE, SUITE 300 ATLANTA, GA 30342 |
| Telephone | 4044594450 |
| CIK | 0001041379 |
| Symbol | AFCE |
| SIC Code | 5812 - Eating Places |
| Industry | Restaurants |
| Sector | Services |
| Fiscal Year | 12/30 |

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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 19, 2011

AFC Enterprises, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation)

000-32369

(Commission File Number)

58-2016606

(IRS Employer Identification No.)

5555 Glenridge Connector, NE, Suite 300, Atlanta, Georgia

(Address of Principal Executive Offices)

30342

(Zip Code)

(404) 459-4450

(Registrant's Telephone Number, Including Area Code)

Not applicable

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

On May 19, 2011, AFC Enterprise, Inc. (the “Company”) held its 2011 Annual Shareholders Meeting. The shareholders elected the following nominees to the board of directors to serve a one-year term with votes cast as follows:

John M. Cranor, III
For: 22,463,631
Withheld: 181,933
Non-votes: 633,056

Carolyn Hogan Byrd
For: 22,374,593
Withheld: 270,971
Non-votes: 633,056

Krishnan Anand
For: 22,644,082
Withheld: 1,482
Non-votes: 633,056

John F. Hoffner
For: 22,644,260
Withheld: 1,304
Non-votes: 633,056

Victor Arias, Jr.
For: 22,463,746
Withheld: 181,818
Non-votes: 633,056

R. William Ide, III
For: 22,581,841
Withheld: 63,723
Non-votes: 633,056

Cheryl A. Bachelder
For: 22,643,615
Withheld: 1,949
Non-votes: 633,056

Kelvin J. Pennington
For: 22,450,477
Withheld: 195,087
Non-votes: 633,056

The shareholders also voted to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 25, 2011 with votes cast as follows:

For: 23,101,288
Against: 177,252
Abstain: 80

The shareholders also voted to re-approve the material terms of the performance goals under the Company’s 2006 Stock Incentive Plan with votes cast as follows:

For: 22,169,068
Against: 475,966
Abstain: 530
Non-votes: 633,056

The shareholders also voted to approve, on an advisory basis, the compensation of the named executive officers with votes cast as follows:

For: 22,258,509

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Against: 382,808
Abstain: 4,247
Non-votes: 633,056

The shareholders also voted, on an advisory basis, on the preference of the frequency of future advisory votes on executive compensation with votes cast as follows:

One Year: 21,436,991
Two Years: 1,720
Three Years: 1,204,915
Abstain: 1,938
Non-votes: 633,056

Following the results of this vote, the Board of Directors of the Company adopted a policy of holding advisory votes on executive compensation annually.

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.

AFC Enterprises, Inc.

Date: May 23, 2011

By: /s/ Harold M. Cohen
Harold M. Cohen
Senior Vice President, General Counsel,
Chief Administrative Officer and
Corporate Secretary