

Texas Roadhouse, Inc.
Form 8-K
May 18, 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): **May 17, 2018**

TEXAS ROADHOUSE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50972
(Commission
File Number)

20-1083890
(IRS Employer
Identification No.)

6040 Dutchmans Lane
(Address of principal executive offices)

40205
(Zip Code)

Registrant's telephone number, including area code **(502) 426-9984**

N/A

(Former name or former address, if changed since last report.)

Edgar Filing: Texas Roadhouse, Inc. - Form 8-K

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))

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.

Edgar Filing: Texas Roadhouse, Inc. - Form 8-K

Broker Non-
Votes

| | | |
|------------|---------|---------|
| 66,536,151 | 692,786 | 159,571 |
|------------|---------|---------|

C. Advisory Vote on Executive Compensation. The compensation of the named executive officers was approved, on an advisory basis, as follows:

| For | Against | Abstain | Broker Non- Votes |
|------------|------------|---------|----------------------|
| 44,512,039 | 13,260,424 | 283,337 | 9,332,708 |

Item 7.01. Regulation FD Disclosure.

On May 18, 2018, the Company issued a press release announcing Ms. Robinson's appointment and Mr. Colosi's resignation. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 8.01. Other Events

On May 18, 2018, the Company announced its second quarter 2018 cash dividend. The public announcement was made by means of a news release, the text of which is set forth at Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 First Amendment to Employment Agreement between Texas Roadhouse Management Corp. and Scott M. Colosi dated May 17, 2018.

99.1 Press Release dated May 18, 2018

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 10.1 | <u>First Amendment to Employment Agreement between Texas Roadhouse Management Corp. and Scott M. Colosi dated May 17, 2018.</u> |
| 99.1 | <u>Press Release dated May 18, 2018</u> |

Edgar Filing: Texas Roadhouse, Inc. - Form 8-K

SIGNATURE

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 thereunto duly authorized.

TEXAS ROADHOUSE, INC.

Date: May 18, 2018

/s/ Scott M. Colosi
Scott M. Colosi
President