

MORGANS FOODS INC  
Form 8-K  
June 27, 2012

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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): June 22, 2012

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Morgan's Foods, Inc.

(Exact Name of Registrant as Specified in its Charter)

Ohio  
(State or Other Jurisdiction of  
Incorporation)

1-08395  
(Commission File Number)

34-0562210  
(IRS Employer Identification  
Number)

4829 Galaxy Parkway, Suite S, Cleveland, OH  
(Address of Principal Executive Offices)

44128  
(Zip Code)

(216) 359-9000  
(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)

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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.

The Company's Annual Meeting of Shareholders was held on June 22, 2012 (the "Annual Meeting"). The following matters were voted on by the Company's shareholders at the Annual Meeting:

1. Proposal One – Director Election. The following persons were elected as directors, each for a one year term, by the following vote:

| Director               | For       | Withheld | Broker<br>Non-votes |
|------------------------|-----------|----------|---------------------|
| Marilyn A. Eisele      | 1,412,100 | 218,118  | 1,255,118           |
| Kenneth L. Hignett     | 1,624,486 | 5,732    | 1,255,118           |
| Steven S. Kaufman      | 1,412,307 | 217,911  | 1,255,118           |
| Bernard Lerner         | 1,412,257 | 217,961  | 1,255,118           |
| James J. Liguori       | 1,624,203 | 6,015    | 1,255,118           |
| James C. Pappas        | 1,624,237 | 5,981    | 1,255,118           |
| Leonard R. Stein-Sapir | 1,624,386 | 5,832    | 1,255,118           |

2. Proposal Two – The proposal to ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ended March 3, 2013 was approved by the following votes:

|                  |                 |
|------------------|-----------------|
| For              | 2,186,501 votes |
| Against          | 18,900 votes    |
| Abstain          | 305 votes       |
| Broker Non-votes | 698,926 votes   |

Proposal Three – To approve the Amendment of the Amended and Restated Articles of Incorporation was defeating by the following votes (the approval threshold was 2/3 of the Company's outstanding common shares, or 1,956,663 shares):

|                  |                 |
|------------------|-----------------|
| For              | 1,417,437 votes |
| Against          | 220,613 votes   |
| Abstain          | 168 votes       |
| Broker Non-votes | 1,241,906 votes |

4. Proposal Four – To approve the Amendment of the Amended and Restated Code of Regulations was defeating by the following votes (the approval threshold was 2/3 of the Company's outstanding common shares, or 1,956,663 shares) :

|                  |                 |
|------------------|-----------------|
| For              | 1,418,789 votes |
| Against          | 219,313 votes   |
| Abstain          | 116 votes       |
| Broker Non-votes | 1,255,118 votes |

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.

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Dated: June 27, 2012

MORGAN'S FOODS, INC.

By: /s/ KENNETH L. HIGNETT  
Name: Kenneth L. Hignett  
Title: Senior Vice President,  
Chief Financial Officer and Secretary