

WINMARK CORP  
Form 8-K  
September 29, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**



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**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): **September 29, 2008**

**Winmark  
Corporation**

(Exact name of Registrant as Specified in its Charter)

**Minnesota**

(State Or Other Jurisdiction Of Incorporation)

**000-22012**

(Commission File Number)

**41-1622691**

(I.R.S. Employer Identification No.)

**4200 Dahlberg Drive  
Golden Valley, MN**

(Address Of Principal Executive Offices)

**55422-4837**

(Zip Code)

**(763) 520-8500**

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 (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Items under Sections 1 through 4 and 6 through 9 are not applicable and therefore omitted.

ITEM 5.02      DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS;  
ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS;  
COMPENSATORY ARRANGMENTS OF CERTAIN OFFICERS.

On September 29, 2008, William D. Dunlap, a member of Winmark Corporation's Board of Directors, retired effective September 29, 2008. Winmark greatly appreciates his many years of service to the company and its shareholders.

**SIGNATURE**



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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.

WINMARK CORPORATION

By: */s/ Catherine P. Heaven*  
Catherine P. Heaven  
Vice President and General Counsel

Date: September 29, 2008