

DOLE FOOD CO INC  
Form 8-K  
May 30, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C.

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report: May 29, 2012

**DOLE FOOD COMPANY, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-4455**  
(Commission

File Number)

**99-0035300**  
(IRS Employer

Identification No.)

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One Dole Drive

Westlake Village, California 91362

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (818) 879-6600

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))

**Section 5. Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 29, 2012, at the annual meeting of stockholders, the stockholders of Dole Food Company, Inc. ( Dole or the Company ) approved Dole s 2009 Stock Incentive Plan, as Amended and Restated (the Plan ). The most significant changes contained in the Plan, as compared to the 2009 Stock Incentive Plan in effect prior to the amendment and restatement, are as follows: (1) provides for a 7,000,000 share increase in the number of shares authorized for equity incentive awards issued under the Plan, which authorization is anticipated to provide the Company with equity incentive awards for three to four years, based on historic grant levels; (2) incorporates provisions required under Section 162(m) of the Internal Revenue Code ( the Code ) to enable the Company to grant awards intended to qualify as tax-deductible performance-based compensation under Section 162(m) of the Code, including limits on the number of awards that can be granted in any one year to any one participant and a list of performance criteria that may be used in connection with awards (other than options or stock appreciation rights) intended to qualify as tax-deductible performance-based compensation under Section 162(m) of the Code; (3) in connection with the provisions of Section 162 (m) of the Code referred to above, further delineates the types of awards that may be granted under the Plan to include deferred stock units, performance shares, performance units, other stock-based awards and other cash-based awards, in addition to stock option, stock appreciation rights, restricted stock, restricted stock units and incentive bonuses; and (4) incorporates certain other ministerial changes intended to ease plan administration and/or promote best practices. The material terms of the Plan are summarized on pages 4 through 13 of Dole s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 13, 2012 (the Proxy Statement ), which description is incorporated by reference herein. This description of the Plan is qualified in its entirety by reference to the actual terms of the Plan, as amended, which are set forth in Appendix A to the Proxy Statement.

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

(a) The annual meeting of stockholders of the Company was held on May 29, 2012.

(b) The stockholders: elected all three of the Company s nominees for director, to hold office for a term of three years; ratified the appointment of Deloitte & Touche LLP as Dole s independent registered public accounting firm for the fiscal year 2012; and approved Dole s 2009 Stock Incentive Plan, as Amended and Restated.

**A. Election of Directors:**

|                    | Shares For | Shares Against | Shares Abstain | Non-Votes |
|--------------------|------------|----------------|----------------|-----------|
| David A. DeLorenzo | 78,615,400 | 3,121,596      | 0              | 2,673,248 |
| David H. Murdock   | 77,929,679 | 3,807,317      | 0              | 2,673,248 |
| Dennis M. Weinberg | 78,906,012 | 2,830,984      | 0              | 2,673,248 |

**B. Ratification of Selection of Independent Registered Public Accounting Firm:**

|         |            |
|---------|------------|
| For     | 84,267,157 |
| Against | 129,076    |
| Abstain | 14,011     |

**C. Approval of Dole s 2009 Stock Incentive Plan, as Amended and Restated:**

|           |            |
|-----------|------------|
| For       | 58,362,573 |
| Against   | 23,351,701 |
| Abstain   | 22,722     |
| Non-Votes | 2,673,248  |



**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, thereunto duly authorized.

May 30, 2012

**DOLE FOOD COMPANY, INC.**

REGISTRANT

By:

*/s/ C. Michael Carter  
C. Michael Carter  
Executive Vice President, General Counsel and*

*Corporate Secretary*