

CAL-MAINE FOODS INC
Form DEF 14A
August 31, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to
§240.14a-12

Cal-Maine Foods, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Notice of
Annual Meeting
and
Proxy Statement

October 5, 2018

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NOTICE OF ANNUAL MEETING

October 5, 2018

TO THE STOCKHOLDERS:

The Annual Meeting of Stockholders of Cal-Maine Foods, Inc. will be held at the corporate offices of Cal-Maine Foods, Inc. at 3320 W. Woodrow Wilson Avenue, Jackson, Mississippi 39209, at 10:00 a.m., Central Time, on Friday, October 5, 2018, for the following purposes:

1. To elect six directors to serve for the ensuing year;
2. To ratify the selection of Frost, PLLC as our independent registered public accounting firm for fiscal year 2019; and
3. To consider and act upon such other matters as may properly come before the Annual Meeting or any adjournments thereof.

August 10, 2018, has been fixed as the record date for determination of stockholders entitled to vote at the Annual Meeting and to receive notice thereof.

The directors sincerely desire your presence at the meeting. However, so that we may be sure your vote will be included, please sign, date and return the enclosed proxy card promptly. A self-addressed, postage-paid return envelope is enclosed for your convenience.

FOR THE BOARD OF DIRECTORS

TIMOTHY A. DAWSON SECRETARY

DATED: August 31, 2018

STOCKHOLDERS ARE URGED TO VOTE BY DATING, SIGNING AND RETURNING THE ENCLOSED PROXY CARD IN THE ENCLOSED ENVELOPE TO WHICH NO POSTAGE NEED BE AFFIXED IF MAILED IN THE UNITED STATES.

CAL-MAINE FOODS, INC.

3320 W. Woodrow Wilson Avenue

Jackson, Mississippi 39209

PROXY STATEMENT FOR ANNUAL MEETING

OF STOCKHOLDERS TO BE HELD OCTOBER 5, 2018

The information set forth in this proxy statement is furnished in connection with the Annual Meeting of Stockholders of Cal Maine Foods, Inc. (the "Company") to be held on October 5, 2018, at 10:00 a.m., central time, at our principal executive offices, 3320 W. Woodrow Wilson Avenue, Jackson, Mississippi 39209. A copy of our Annual Report to Stockholders for the fiscal year ended June 2, 2018 (the "Annual Report"), accompanies this proxy statement. Our telephone number is (601) 948-6813. The terms "we," "us" and "our" used in this proxy statement refer to the Company.

GENERAL MATTERS

Additional copies of the Annual Report, and Notice of Annual Meeting, proxy statement and proxy card for the 2018 Annual Meeting of Stockholders will be furnished without charge to any stockholder upon written request to:

Cal-Maine Foods, Inc., ATTN: Timothy A. Dawson, Secretary, Post Office Box 2960, Jackson, Mississippi 39207.

Exhibits to the Annual Report on Form 10-K for the fiscal year ended June 2, 2018, may be furnished to stockholders upon the payment of an amount equal to the reasonable expenses incurred by us in furnishing such exhibits. A list of the stockholders of record as of the record date will be available for inspection by stockholders of the Company at the Company's corporate offices for 10 days preceding the date of the Annual Meeting.

The following proxy materials are first being sent on or about August 31, 2018 to stockholders of record on August 10, 2018 and, while we are not soliciting proxies by internet, are being made available free of charge at our website, www.calmainefoods.com:

• The Notice of Annual Meeting and Proxy Statement for the 2018 Annual Meeting of Stockholders

• The Annual Report

• The form of proxy card being distributed to stockholders in connection with the 2018 Annual Meeting of Stockholders

Certain stockholders sharing an address may have received only one copy of this proxy statement and the Annual Report. The Company will promptly deliver, upon oral or written request, a separate copy of the proxy statement and the Annual Report to a stockholder at a shared address to which only a single copy of such documents were delivered. If you want to receive separate copies of the Company's Annual Report and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you can make these requests through the following sources:

Stockholders of record should contact the Company's Corporate Secretary in writing or by telephone at Cal-Maine Foods, Inc., ATTN: Timothy A. Dawson, Secretary, Post Office Box 2960, Jackson, Mississippi 39207, telephone number (601) 948-6813.

Stockholders who are beneficial owners should contact their bank, broker or other nominee record holder.

Our Board of Directors is soliciting the enclosed proxy. The proxy may be revoked by a stockholder at any time before it is voted by filing with our Secretary a written revocation of such proxy or a duly executed proxy bearing a later date. The proxy also may be revoked by a stockholder attending the meeting, withdrawing the proxy, and voting in person.

The Company is not using a proxy solicitor. All expenses incurred in connection with the solicitation of proxies will be paid by us. In addition to the solicitations of proxies by mail, our directors, officers, and regular employees may solicit proxies in person, by telephone, mail, email, telecopy or employee communications. We will not pay such persons additional compensation for their proxy solicitation efforts. We will, upon request, reimburse banks, brokerage houses and other institutions, and fiduciaries for their expenses in forwarding proxy materials to their principals. No proxies will be solicited via the Internet or website posting.

VOTING SHARES

Stockholders of record at the close of business on August 10, 2018, are eligible to vote at the Annual Meeting in person or by proxy. As of the record date, 43,830,521 shares of our common stock were outstanding, and 4,800,000 shares of our Class A common stock were outstanding.

Each share of common stock is entitled to one vote on each matter to be considered at the Annual Meeting. Each share of Class A common stock is entitled to 10 votes on each such matter. The holders in person or by proxy of shares of our common stock and/or Class A common stock representing a majority of the voting interest of all the outstanding shares of our common stock and Class A common stock, considered together as a group, will constitute a quorum for purposes of the 2018 Annual Meeting of Stockholders. The ratification of the selection of our independent registered public accounting firm requires the vote of a majority of the voting interest present in person or represented by proxy. The election of directors requires a plurality of the votes cast.

If a quorum is not present in person or by proxy, the holders of shares representing a majority of the voting interest of all such shares present may, without notice other than announcement at the meeting, adjourn the meeting from time to time, until a quorum is present, and at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

If your shares are held in a stock brokerage account by a bank or other nominee, you are considered the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by your bank or other nominee that is considered the stockholder of record of those shares. As the beneficial owner, you have the right to direct your bank or other nominee on how to vote your shares and your bank or other nominee will send you instructions on how to submit your voting instructions.

If you are a beneficial owner and you do not provide voting instructions to your bank or other nominee holding shares for you, your shares will not be voted with respect to any proposal for which the stockholder of record does not have discretionary authority to vote. Rules of the New York Stock Exchange ("NYSE") determine whether proposals presented at stockholder meetings are "discretionary" or "non-discretionary." If a proposal is determined to be discretionary, your bank or other nominee is permitted under NYSE rules to vote on the proposal without receiving voting instructions from you. If a proposal is determined to be non-discretionary, NYSE rules prohibit your bank or other nominee to vote on the proposal without receiving voting instructions from you. A "broker non-vote" occurs when a bank or other nominee holding shares for a beneficial owner returns a valid proxy, but does not vote on a particular proposal because it does not have discretionary authority to vote on the matter and has not received voting instructions from the stockholder for whom it is holding shares.

Under the NYSE rules, the proposal relating to the ratification of the appointment of our independent registered public accounting firm is a discretionary proposal, but the proposal relating to the election of directors is a non-discretionary proposal.

Abstentions occur when stockholders are present at the Annual Meeting but fail to vote or voluntarily withhold their vote for any of the matters upon which the stockholders are voting. Abstentions are counted for purposes of determining whether a quorum is present and will have the same effect as a vote against proposals other than the election of directors.

Election of Directors. Both the shares of common stock and the shares of Class A common stock have the right of cumulative voting in the election of directors. Cumulative voting means that each stockholder is entitled to cast as many votes as he or she has the right to cast (before cumulating votes), multiplied by the number of directors to be elected. All such votes may be cast for a single nominee or may be distributed among the nominees to be voted for as the stockholder sees fit. To exercise cumulative voting rights by proxy, a stockholder must clearly designate the number of votes to be cast for any given nominee. Under Delaware law, votes that are withheld from a director's election will be counted toward a quorum but will not affect the outcome of the vote on the election of a director. Broker non-votes will not be taken into account in determining the outcome of the election. The election of directors requires a plurality of the votes cast, which means that the candidates receiving the highest number of "FOR" votes will be elected.

The following table summarizes the votes required for passage of each proposal and the effect of abstentions and uninstructed shares held by brokers.

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Proposal	Voting Options	Votes Required To Adopt Proposal	Effect of Abstentions	Effect of Broker Non-Votes
No.1: Election of directors	For or withhold on all nominees, or allocate votes among the nominees	Plurality of votes cast	N/A	No effect
No. 2: Ratification of selection of independent registered public accounting firm	For, against or abstain	Majority of voting interest present in person or by proxy	Treated as votes against	N/A

Shares represented by a properly executed and returned proxy card will be voted at the Annual Meeting in accordance with the instructions indicated thereon. If no instructions are indicated, the person or persons named on the proxy card will vote:

• FOR the election of the six nominees named in this proxy statement to serve as directors of the Company;
 • FOR the ratification of our selection of Frost, PLLC as independent registered public accounting firm of the Company for fiscal year 2019; and

• In their discretion with respect to any unanticipated matters not included in this proxy statement that may properly come before the Annual Meeting or any adjournments thereof.

In accordance with Delaware law, the Company will appoint two inspectors of election. The inspectors will take charge of and will count the votes and ballots cast at the Annual Meeting and will make a written report on their determination.

OWNERSHIP OF VOTING SECURITIES BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as to the beneficial ownership of our common stock and Class A common stock as of August 10, 2018, unless otherwise indicated, by:

• each person known by us to beneficially own more than 5% of either class outstanding, and
 • each director of the Company, each nominee to serve as a director, each executive officer named in the Summary Compensation Table (each a “named executive officer”) and by all directors and executive officers as a group.

Name of Beneficial Owner (1)	Common Stock and Class A Common Stock		Percentage of Total Voting Power (3)		
	Number of Shares Beneficially Owned (2)	Percentage of Class Outstanding	Common	Class A	
Fred R. Adams, Jr. (through Adolphus B. Baker and Jean Morris Adams, as his Co-Conservators) (4)	11,674,968	3,487,192	26.6%	72.6%	50.7%
Jean Morris Adams (5)	11,674,968	3,487,192	26.6%	72.6%	50.7%
Adolphus B. Baker (6)	11,097,737	4,800,000	25.3%	100.0%	64.4%
Timothy A. Dawson (7)	24,363	-0-	*	-0-	*
Charles J. Hardin (8)	24,767	-0-	*	-0-	*
Robert L. Holladay, Jr. (9)	13,919	-0-	*	-0-	*
Letitia C. Hughes (10)	32,030	-0-	*	-0-	*
Sherman L. Miller (11)	17,021	-0-	*	-0-	*
James E. Poole (12)	8,430	-0-	*	-0-	*
Steve W. Sanders (13)	12,430	-0-	*	-0-	*
T Rowe Price Associates, Inc. ⁽¹⁴⁾	4,765,073	-0-	10.9%	-0-	5.2%
BlackRock, Inc. (15)	3,771,116	-0-	8.6%	-0-	4.1%
The Vanguard Group, Inc. (16)	2,728,523	-0-	6.2%	-0-	3.0%
Janus Henderson Group plc ⁽¹⁷⁾	2,302,309	-0-	5.3%	-0-	2.5%
Cal-Maine Foods, Inc. KSOP (18)	2,191,266	-0-	5.0%	-0-	2.4%
All directors and executive officers as a group (10 persons) (19)(20)	11,263,993	4,800,000	25.7%	100.0%	64.5%