

LIFEWAY FOODS INC  
Form 8-K  
June 25, 2013

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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 20, 2013

LIFEWAY FOODS, INC.

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(Exact name of registrant as specified in its charter)

ILLINOIS  
(State or other jurisdiction  
of  
incorporation)

000-17363  
(Commission File Number)

36-3442829  
(I.R.S. Employer  
Identification No.)

6431 West Oakton St. Morton Grove, IL  
(Address of principal executive offices)

60053  
(Zip code)

Registrant's telephone number, including area code: (847) 967-1010

N/A

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

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))



Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting of stockholders on June 20, 2013 (the “Annual Meeting”) of Lifeway Foods, Inc. (the “Company”), the stockholders of the Company approved the amendment of the Company’s Articles of Incorporation (the “Amendment”) pursuant to which the Company’s authorized capital stock would increase from 22,500,000 shares to 42,500,000 shares which includes an increase in authorized common stock from 20,000,000 common shares to 40,000,000 common shares and no change in the 2,500,000 shares of preferred stock authorized.

On June 25, 2013 the Company filed with the Secretary of State of the State of Illinois the Amendment.

The foregoing description is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 3.1 to this Form 8-K and is hereby incorporated by reference.

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

At the Annual Meeting, the stockholders of the Company voted on six proposals. Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. There was no solicitation of proxies in opposition to management’s nominees as listed in the proxy statement and all of management’s nominees were elected to our Board of Directors. Details of the voting are provided below:

Proposal 1:

To elect seven (7) members of the Company’s Board of Directors to serve until the 2014 Annual Meeting of stockholders (or until successors are elected or directors resign or are removed).

|                      | Votes For  | Votes Withheld | Broker<br>Non-Votes |
|----------------------|------------|----------------|---------------------|
| Ludmila Smolyansky   | 10,059,112 | 1,110,420      | 128,748             |
| Julie Smolyansky     | 10,059,391 | 1,110,141      | 128,748             |
| Pol Sikar            | 10,251,318 | 918,214        | 128,748             |
| Renzo Bernardi       | 10,253,168 | 916,364        | 128,748             |
| Gustavo Carlos Valle | 10,042,399 | 1,127,133      | 128,748             |
| Paul Lee             | 10,785,412 | 384,120        | 128,748             |
| Jason Scher          | 10,785,462 | 384,070        | 128,748             |

Proposal 2:

|   | Votes For  | Votes Against | Abstentions | Broker Non-<br>Votes |
|---|------------|---------------|-------------|----------------------|
| To amend the Company’s Certificate of Incorporation to increase number of shares of common stock authorized for issuance. | 10,983,114 | 283,818       | 31,348      | 0                    |

Proposal 3:

| Votes For | Votes Against | Abstentions | Broker Non-<br>Votes |
|-----------|---------------|-------------|----------------------|
|-----------|---------------|-------------|----------------------|

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To amend and restate the  
Company's Charter.

|           |           |        |         |
|-----------|-----------|--------|---------|
| 9,393,967 | 1,743,632 | 31,933 | 128,748 |
|-----------|-----------|--------|---------|

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Proposal 4:

|   | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|---|------------|---------------|-------------|------------------|
| To ratify the appointment of Plante & Moran, PLLC as our independent auditors for the next fiscal year. | 11,253,921 | 15,888        | 28,471      | 0                |

Proposal 5:

|  | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|-----------|---------------|-------------|------------------|
| To approve, by non-binding vote, executive compensation. | 9,964,568 | 40,074        | 1,164,890   | 128,748          |

Proposal 6:

|   | One Year  | Two Years | Three Years | Abstentions |
|---|-----------|-----------|-------------|-------------|
| To recommend, by non-binding vote, the frequency of executive compensation votes. | 1,108,958 | 26,808    | 9,206,883   | 826,883     |

Item 9.01 Financial Statements and Exhibits.

| Exhibit Number | Description                             |
|----------------|---|
| 3.1            | Amendment to Articles of Incorporation. |

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 hereunto duly authorized.

LIFEWAY FOODS, INC.

Dated: June 25, 2013

By: /s/ Edward Smolyansky  
Edward Smolyansky  
Chief Financial and Accounting  
Officer, Treasurer, Chief Operating Officer  
and Secretary

EXHIBIT INDEX

| Exhibit<br>Number | Description                             |
|-------------------|---|
| 3.1               | Amendment to Articles of Incorporation. |