

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Sears Hometown & Outlet Stores, Inc.

CIK: **1548309** | IRS No.: **800808358** | State of Incorporation: **DE** | Fiscal Year End: **0202**
Type: **8-K** | Act: **34** | File No.: **001-35641** | Film No.: **13852121**
SIC: **5311** Department stores

Mailing Address

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SUITE 501
HOFFMAN ESTATES IL
60179

Business Address

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SUITE 501
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60179
847-286-6327

**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): May 14, 2013

SEARS HOMETOWN AND OUTLET STORES, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35641
(Commission
File Number)

80-0808358
(IRS Employer
Identification No.)

**5500 Trillium Boulevard, Suite 501
Hoffman Estates, Illinois**
(Address of principal executive offices)

60192
(Zip code)

Registrant's telephone number, including area code: (847) 286-7000

(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 (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))



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

On May 14, 2013 Sears Hometown and Outlet Stores, Inc. (the "Company") held its annual meeting of stockholders at 3333 Beverly Road, Hoffman Estates, Illinois 60179. The meeting was held to vote on the matters described below.

1. **Election of Directors.** E.J. Bird, Jeffrey Flug, James F. Gooch, William R. Harker, W. Bruce Johnson, Elizabeth Darst Leykum and Josephine Linden were elected to the Board of Directors of the Company for one-year terms expiring at the Company's 2014 annual meeting of stockholders or until their successors are elected and qualified. The votes on this matter were as follows:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
E.J. Bird	18,212,277	1,633,829	1,503,782
Jeffrey Flug	19,598,424	247,682	1,503,782
James F. Gooch	19,812,699	33,407	1,503,782
William R. Harker	18,120,483	1,725,623	1,503,782
W. Bruce Johnson	18,216,184	1,629,922	1,503,782
Elizabeth Darst Leykum	18,121,073	1,725,033	1,503,782
Josephine Linden	19,598,019	248,087	1,503,782

2. **Advisory Vote to Approve the Compensation of Named Executive Officers.** The stockholders approved, by an advisory vote, the compensation of the Company's named executive officers. The votes on this matter were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
19,837,635	5,978	2,493	1,503,782

3. **Advisory Vote on the Frequency of Stockholder Advisory Vote on Compensation of Named Executive Officers.** The stockholders approved, by an advisory vote, the frequency of "1 Year" as to how frequently the Company will solicit the advisory vote of its stockholders on the compensation of the Company's named executive officers. The votes on this matter were as follows:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>
19,491,685	9,311	344,184	926

4. **Approval of the Sears Hometown and Outlet Stores, Inc. Umbrella Incentive Program.** The stockholders approved the Sears Hometown and Outlet Stores, Inc. Umbrella Incentive Program. The votes on this matter were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
18,418,294	1,426,565	1,247	1,503,782

5. **Approval of the Sears Hometown and Outlet Stores, Inc. Amended and Restated 2012 Stock Plan.** The stockholders approved the Sears Hometown and Outlet Stores, Inc. Amended and Restated 2012 Stock Plan. The votes on this matter were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
18,393,459	1,450,507	2,140	1,503,782

6. **Ratification of the Appointment of BDO USA, LLP as the Company's Independent Registered Public Accounting Firm for 2013.** The stockholders ratified the Audit Committee's appointment of BDO USA, LLP as the Company's independent registered public accounting firm for fiscal year 2013. The votes on this matter were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
21,346,147	1,561	2,180

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.

**SEARS HOMETOWN AND
OUTLET STORES, INC.**

By: /s/ Charles J. Hansen

Charles J. Hansen

Vice President, General Counsel, and
Secretary

Date: May 16, 2013