

STAGE STORES INC  
Form 8-K  
June 15, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

June 9, 2011  
(Date of Report, Date of Earliest Event Reported)

Stage Stores, Inc.  
(Exact Name of Registrant as Specified in Charter)

1-14035  
(Commission File Number)

NEVADA  
(State or Other Jurisdiction of Incorporation)

91-1826900  
(I.R.S. Employer Identification No.)

10201 Main Street, Houston, Texas 77025  
(Address of Principal Executive Offices)

(Zip Code)

(800) 579-2302  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(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-12(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

(a) Annual Meeting. The 2011 Annual Meeting of Shareholders of Stage Stores, Inc. (the “Company”) was held on June 9, 2011.

(b) Matters Voted Upon; Voting Results. The following matters were submitted for a vote of the Company’s shareholders:

1. Election of Seven Directors for a Term of One Year. The seven nominees for election to the Board of Directors were elected to hold office until the 2012 Annual Meeting of Shareholders and until their successors have been elected and have qualified, based upon the following votes:

| Nominee              | For        | Against   | Abstentions | Broker Non-Votes |
|----------------------|------------|-----------|-------------|------------------|
| Alan J. Barocas      | 30,841,762 | 1,784,755 | 1,306       | 811,321          |
| Michael L. Glazer    | 32,389,515 | 235,628   | 2,680       | 811,321          |
| Gabrielle E. Greene  | 32,428,806 | 197,703   | 1,314       | 811,321          |
| Andrew T. Hall       | 32,585,992 | 40,275    | 1,556       | 811,321          |
| Earl J. Hesterberg   | 32,390,989 | 235,528   | 1,306       | 811,321          |
| William J. Montgoris | 32,581,783 | 43,360    | 2,680       | 811,321          |
| David Y. Schwartz    | 32,583,157 | 43,360    | 1,306       | 811,321          |

2. Advisory Vote on Executive Compensation. The proposal to approve, on an advisory basis, executive compensation was approved based upon the following votes:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 31,638,831 | 885,511 | 103,481     | 811,321          |

3. Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation. The proposal on the frequency of future advisory votes on executive compensation received the following votes:

| 1 Year     | 2 Years | 3 Years   | Abstentions | Not-Voted |
|------------|---------|-----------|-------------|-----------|
| 25,640,736 | 397,755 | 6,486,167 | 103,165     | 3,487,176 |

Please see Item 5.07(d) below.

4. Ratification of the Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal 2011. The proposal to ratify the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for Fiscal 2011 was approved based upon the following votes:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 32,887,569 | 550,412 | 1,163       | N/A              |

5. Approval of Second Amended and Restated 2008 Equity Plan. The proposal to approve the Company's Second Amended and Restated 2008 Equity Plan was approved based upon the following votes:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 27,465,034 | 5,071,366 | 91,423      | 811,321          |

(c) Not Applicable

(d) Disclosure Regarding Frequency of Shareholder Advisory Vote on Executive Compensation. A majority of the votes cast by the shareholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation every year. In line with this recommendation by our shareholders, the Board of Directors has decided that it will include an advisory shareholder vote on executive compensation in its proxy materials every year until the next required advisory vote on the frequency of shareholder votes on executive compensation, which will occur no later than our 2017 Annual Meeting of Shareholders.

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, hereunto duly authorized.

STAGE STORES, INC.

June 15, 2011  
(Date)

/s/ Oded Shein  
Oded Shein  
Chief Financial Officer