



# **BOSTON BEER CO INC**

## **FORM 8-K**

(Current Report Filing)

Filed 05/24/22 for the Period Ending 05/18/22

Address ONE DESIGN CENTER PLACE, BOSTON, MA, 02210  
Telephone (727) 384-2323  
CIK 0000949870  
Symbol SAM  
SIC Code 2082 - Malt Beverages  
Fiscal Year 12/26

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 18, 2022**

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**The Boston Beer Company, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation)

**001-14092**  
(Commission File Number)

**04-3284048**  
(IRS Employer  
Identification No.)

**One Design Center Place, Suite 850,  
Boston, MA**  
(Address of Principal Executive Offices)

**02210**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: ( 617) 368-5000**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Class A Common Stock</b>	<b>SAM</b>	<b>NYSE</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

### 2022 Annual Meeting of Stockholders

The Company held its 2022 Annual Meeting of Stockholders on May 18, 2022, at which a quorum of over 71.5% of Class A Stockholders and 100% of Class B Stockholders was present and acting throughout. The proposals submitted by the Board of Directors to the Stockholders for action and the results of the voting on each proposal are indicated below.

Item 1. The Class A Stockholders elected the following three (3) Class A Directors, each for a term of one (1) year ending at the completion of the 2023 Annual Meeting of Stockholders and until their respective successors are duly chosen and qualified: Meghan V. Joyce received 6,876,907 votes for and 447,830 votes withheld; Michael Spillane received 7,010,613 votes for and 314,124 votes withheld; and Jean-Michel Valette received 6,757,438 votes for and 567,299 votes withheld. There were no broker non-votes in connection with the election of the Class A Directors.

Item 2. The Class A Stockholders considered, on an advisory basis, the following non-binding resolution relating to executive compensation:

“RESOLVED, that the compensation policies and procedures followed by the Company and the Compensation Committee of the Company’s Board of Directors and the level and mix of compensation paid to the Company’s Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion resulting from such policies and procedures are hereby determined to be appropriate for the Company and accordingly approved.”

The results of the advisory vote are as follows: 6,597,265 votes for; 712,075 votes against; and 15,430 abstentions.

Item 3. The sole holder of all of the Company’s outstanding shares of Class B Stock voted all of such shares for the election of the following six (6) Class B Directors, each for a term of one (1) year ending at the completion of the 2023 Annual Meeting of Stockholders and until their respective successors are duly chosen and qualified: David A. Burwick, Samuel A. Calagione, III, Cynthia A. Fisher, C. James Koch, Michael M. Lynton, and Julio N. Nemeth. There were no broker non-votes in connection with the election of the Class B Directors.

Item 4. The Class B Stockholder similarly ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2022.

No other matters came before the meeting.

## **Item 8.01 Other Events.**

At a meeting held on May 19, 2022, the Board of Directors, acting on the recommendation of the Nominating/Governance Committee, appointed the following independent Directors to the respective committees of the Board:

Audit Committee: Jean-Michel Valette (Chair), Meghan V. Joyce, Julio N. Nemeth

Compensation Committee: Michael Spillane (Chair), Michael M. Lynton, Julio N. Nemeth

Nominating/Governance Committee: Meghan V. Joyce (Chair), Michael M. Lynton, Michael Spillane, Jean-Michel Valette

The Board also re-appointed Jean-Michel Valette as its Lead Director, a position he has held since May 2013.

## 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.

The Boston Beer Company, Inc.

Date: May 24, 2022

By: /s/ David A. Burwick

*Name: David A. Burwick*

*Title: President & Chief Executive Officer*