

PRICESMART INC  
Form 8-K  
January 23, 2014

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): January 22, 2014

PriceSmart, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of  
Incorporation)

000-22793

(Commission File Number)

33-0628530

(I.R.S. Employer  
Identification No.)

9740 Scranton Road, San Diego, CA 92121

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (858) 404-8800

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.

The Company's Annual Meeting of Stockholders was held on January 22, 2014 at the Company's headquarters, 9740 Scranton Road, San Diego, CA 92121. As of the record date there were 30,233,507 shares outstanding and entitled to vote. There were 25,800,150 shares voted in person or by proxy. The results of the stockholder vote are set forth below:

1. To elect directors to serve until the next Annual Meeting of Stockholders or until their successors are elected and qualified:

|                        | Votes For  | Votes Withheld |
|------------------------|------------|----------------|
| Sherry S. Bahrambeygui | 25,360,340 | 439,810        |
| Gonzalo Barrutieta     | 25,470,054 | 330,096        |
| Katherine L. Hensley   | 24,119,101 | 1,681,049      |
| Leon C. Janks          | 24,120,064 | 1,680,086      |
| Jose Luis Laparte      | 24,847,354 | 952,796        |
| Mitchell G. Lynn       | 24,743,185 | 1,056,965      |
| Robert E. Price        | 24,722,153 | 1,077,997      |
| Edgar A. Zurcher       | 24,086,051 | 1,714,099      |

Item 8.01. Other Events.

On January 22, 2014, the Company's Board of Directors declared a cash dividend in the total amount of \$0.70 per share, with \$0.35 per share payable on February 28, 2014 to stockholders of record as of close of business on February 14, 2014 and \$0.35 per share payable on August 29, 2014 to stockholders of record as of the close of business on August 15, 2014.

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.

Date: January 23, 2014

/S/ JOHN M. HEFFNER  
John M. Heffner  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)