

DOLE FOOD CO INC  
Form 8-K  
May 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C.**

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report: May 14, 2013**

**DOLE FOOD COMPANY, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-4455**  
**(Commission**

**File Number)**

**99-0035300**  
**(IRS Employer**

**Identification No.)**

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One Dole Drive

Westlake Village, California 91362

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (818) 879-6600

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))

**Section 5. Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On May 14, 2013, the Board of Directors took action to reduce the size of the Board from nine back to seven directors, effective upon the following retirements. Dole has confirmed notification that Dennis M. Weinberg and Justin M. Murdock are retiring as members of the Board of Directors, effective May 17, 2013. These retirements are not a result of any disagreement with Dole on any matter relating to Dole's operations, policies or practices. The Board has designated independent Board member Elaine C. Chao to serve as a member of its Audit Committee, replacing Mr. Weinberg.

As a result of Justin M. Murdock's retirement from the Board of Directors, he will not be standing for re-election to Dole's Board at Dole's Annual Meeting of Stockholders on May 23, 2013, and Dole will be withdrawing his nomination for re-election to the Board, originally planned to be submitted to the stockholders at the Annual Meeting.

**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.

May 14, 2013

**DOLE FOOD COMPANY, INC.**

REGISTRANT

By:

/s/ C. MICHAEL CARTER  
C. Michael Carter

*President and Chief Operating Officer*