

DENNYS CORP  
Form 8-K  
May 18, 2012

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 16, 2012

DENNY'S CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
Incorporation or organization)

0-18051  
Commission File No.

13-3487402  
(I.R.S. Employer  
Identification No.)

203 East Main Street  
Spartanburg, South Carolina 29319-0001  
(Address of principal executive offices)  
(Zip Code)

(864) 597-8000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

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

The Annual Meeting of Stockholders (the "Annual Meeting") of Denny's Corporation (the "Company") was held on May 16, 2012. At the Annual Meeting, the holders of the Company's common stock entitled to vote at the Annual Meeting (1) elected the ten director nominees for the ensuing year, (2) ratified the selection of KPMG LLP as the Company's registered public accounting firm for 2012, (3) adopted the advisory resolution approving the compensation of the Company's named executive officers, and (4) approved the Denny's Corporation 2012 Omnibus Incentive Plan.

The voting results were as follows:

(1) The election of ten (10) directors:

| Board of Directors<br>Nominees | For        | Against   | Abstain | Broker<br>Non-Votes |
|--------------------------------|------------|-----------|---------|---------------------|
| Gregg R. Dedrick               | 77,357,187 | 76,018    | 37,221  | 7,686,918           |
| George W. Haywood              | 77,348,130 | 85,225    | 37,071  | 7,686,918           |
| Brenda J. Lauderback           | 77,296,641 | 136,914   | 36,871  | 7,686,918           |
| Robert E. Marks                | 77,245,624 | 187,231   | 37,571  | 7,686,918           |
| John C. Miller                 | 77,355,990 | 76,865    | 37,571  | 7,686,918           |
| Louis P. Neeb                  | 77,349,532 | 83,773    | 37,121  | 7,686,918           |
| Donald C. Robinson             | 77,355,581 | 77,524    | 37,321  | 7,686,918           |
| Debra Smithart-Oglesby         | 69,162,233 | 8,271,322 | 36,871  | 7,686,918           |
| Laysha Ward                    | 77,338,036 | 95,168    | 37,222  | 7,686,918           |
| F. Mark Wolfinger              | 72,981,547 | 4,453,808 | 35,071  | 7,686,918           |

(2) A proposal to ratify the appointment of KPMG LLP as the independent registered public accounting firm of Denny's Corporation and its subsidiaries for the year ending December 26, 2012:

| For        | Against | Abstain |
|------------|---------|---------|
| 84,820,976 | 321,434 | 14,934  |

(3) A proposal to approve, on an advisory basis, the executive compensation of the Company:

| For        | Against | Abstain   | Broker<br>Non-Votes |
|------------|---------|-----------|---------------------|
| 68,757,149 | 266,784 | 8,446,493 | 7,686,918           |

(4) A proposal to approve the Denny's Corporation 2012 Omnibus Incentive Plan:

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 65,284,993 | 12,120,607 | 64,826  | 7,686,918           |

Item 8.01 Other Events.

On May 18, 2012, Denny's Corporation (the "Company") issued a press release announcing that its Board of Directors has approved a new share repurchase program authorizing the Company to repurchase up to another 6 million shares

of its common stock, in addition to repurchases previously authorized. The Company also announced that, as of May 17, 2012, it has approximately 1.6 million shares remaining in its current 6 million share stock repurchase program announced April 4, 2011. A copy of the press release is attached as Exhibit 99.1 to this Current Report Form 8-K and is hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 -- Press Release of Denny's Corporation dated May 18, 2012

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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.

Denny's Corporation

Date: May 18, 2012

/s/ F. Mark Wolfinger  
F. Mark Wolfinger  
Executive Vice President,  
Chief Administrative  
Officer and  
Chief Financial Officer