

JACK IN THE BOX INC /NEW/
Form 8-K
April 26, 2019
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): April 25, 2019

JACK IN THE BOX INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| DELAWARE | 1-9390 | 95-2698708 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

9330 BALBOA AVENUE, SAN DIEGO, CA 92123
(Address of principal executive offices) (Zip Code)

(858) 571-2121
(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 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))

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.

ITEM 1.01

ENTRY INTO MATERIAL DEFINITIVE AGREEMENT

As part of its ongoing discussions with JANA Partners LLC (“JANA”), on April 25, 2019, the Company and JANA entered into Amendment No. 3 (the “Amendment”) to the Cooperation Agreement between the Company and JANA dated October 29, 2018 (as previously amended by Amendment No. 1 thereto dated January 4, 2019 and Amendment No. 2 thereto dated March 6, 2019, the “Cooperation Agreement”). The Amendment extends to May 31, 2019 the deadline for appointing two New Independent Directors to the Company’s Board of Directors pursuant to the Cooperation Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated into this Item 1.01 by reference.

ITEM 9.01

FINANCIAL STATEMENTS AND EXHIBITS

(d)Exhibits

The following exhibit is filed as part of this report:

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 10.1 | <u>Amendment No. 3 to Cooperation Agreement, dated as of April 25, 2019, between Jack in the Box Inc. and JANA Partners LLC</u> |

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.

JACK IN THE
BOX INC.

By: /s/ Lance Tucker
Lance Tucker
Executive Vice
President
Chief Financial
Officer
(Principal
Financial Officer)

(Duly Authorized
Signatory)
Date: April 25,
2019