

DENNYS CORP  
Form 8-K  
May 23, 2011

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 18, 2011

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))
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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 18, 2011. 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 2011, (3) adopted the advisory resolution approving the Company's 2010 executive compensation, and (4) approved, on a non-binding basis, holding future stockholder votes on executive compensation every year.

The voting results were as follows:

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

| Board of Directors<br>Nominees | For        | Withheld   | Abstain | Broker<br>Non-Votes |
|--------------------------------|------------|------------|---------|---------------------|
| Gregg R. Dedrick               | 83,662,345 | 382,113    | 14,508  | 8,822,506           |
| Brenda J. Lauderback           | 72,809,815 | 11,234,631 | 14,520  | 8,822,506           |
| Robert E. Marks                | 83,730,473 | 313,535    | 14,958  | 8,822,506           |
| John C. Miller                 | 83,947,221 | 93,687     | 18,058  | 8,822,506           |
| Louis P. Neeb                  | 83,657,969 | 384,994    | 16,003  | 8,822,506           |
| Donald C. Robinson             | 83,970,494 | 72,514     | 15,958  | 8,822,506           |
| Donald R. Shepherd             | 72,563,061 | 11,481,397 | 14,508  | 8,822,506           |
| Debra Smithart-Oglesby         | 83,958,776 | 85,220     | 14,970  | 8,822,506           |
| Laysha Ward                    | 83,961,695 | 81,806     | 15,465  | 8,822,506           |
| F. Mark Wolfinger              | 81,494,186 | 2,549,332  | 15,458  | 8,822,506           |

(2) A proposal to ratify the appointment of KPMG LLP as independent registered public accountants for the fiscal year ending December 28, 2011:

| For        | Against | Abstain |
|------------|---------|---------|
| 92,387,539 | 444,672 | 49,261  |

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

| For        | Against   | Abstain   | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 79,885,862 | 3,120,551 | 1,052,553 | 8,822,506        |

(4) An advisory vote to recommend the frequency of the stockholder vote on the executive compensation of the Company:

| Every Year | Every 2 Years | Every 3 Years | Abstain   | Broker<br>Non-Votes |
|------------|---------------|---------------|-----------|---------------------|
| 79,246,922 | 37,024        | 3,704,556     | 1,065,964 | 8,827,006           |

Based on these results, and consistent with the Company's Board of Directors' recommendation, the Company has determined that it will hold the stockholder vote on the Company's executive compensation on an annual basis until the next advisory vote on the frequency of the stockholder vote on executive compensation occurs.



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 23, 2011

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