

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 22, 2014

MGP Ingredients, Inc.

(Exact name of registrant as specified in its charter)

KANSAS
(State or other jurisdiction
of incorporation)

0-17196

(Commission File Number)

45-4082531
(IRS Employer
Identification No.)

**Cray Business Plaza
100 Commercial Street
Box 130
Atchison, Kansas 66002**
(Address of principal executive offices) (Zip Code)

(913) 367-1480
(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 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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective following the 2014 Annual Meeting of the Stockholders (the “Annual Meeting”) of MGP Ingredients, Inc. (the “Company”) on May 22, 2014, the Company’s stockholders voted in favor of the Amendment to the Articles of Incorporation declassifying the Company’s Board of Directors so that all directors will be elected annually commencing with the Annual Meeting. The foregoing description of the Amendment to the Articles of Incorporation is qualified in its entirety by reference to the full text of the Certificate of Amendment to the Articles of Incorporation of MGP Ingredients, Inc., a copy of which was filed as Exhibit A to the proxy statement on April 21, 2014, with the Securities and Exchange Commission.

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

The 2014 Annual Meeting of Stockholders of the Company (the “Annual Meeting”) was held on May 22, 2014, in Atchison, Kansas. At the Annual Meeting, the holders of 15,987,823 shares of the Company’s Common Stock were represented in person or by proxy and 316 shares of the Company’s Preferred Stock were represented in person or by proxy, constituting a quorum. The following matters were submitted to a vote of stockholders and the results of the vote were as follows:

1. Amendment of the Company’s Articles of Incorporation to declassify the Company’s Board of Directors so that all directors will be elected annually commencing with the Annual Meeting of Stockholders on May 22, 2014. The results of the vote were as follows:

	For	Against	Abstentions	Broker Non-votes
Common shares	12,400,928	41,463	69,146	3,476,286
Preferred Shares	316	0	0	--

2. Election of Directors. John Bridendall, Terrence Dunn, Anthony Foglio, Daryl Schaller, Cloud Cray, Jr., George Page, Jr., Karen Seaberg, and M. Jeannine Stranjord were elected to each serve a one-year term expiring in 2015 and until their successors are duly elected and qualified, based upon the following votes:

(i) Group A director by the holders of Common Stock:

Director	For	Withheld	Broker Non-votes
John P. Bridendall	12,323,040	187,647	3,477,136
Terrence Dunn	12,416,590	94,097	3,477,136
Anthony Foglio	12,404,597	106,090	3,477,136
Daryl R. Schaller, Ph.D	12,302,287	208,400	3,477,136

(ii) Group B director by the holders of Preferred Stock:

Director	For	Withheld
Cloud L. Cray, Jr.	316	0
George Page, Jr.	316	0
Karen Seaberg	316	0
M. Jeannine Strandjord	316	0

3. Election of Directors. Proposal 3 was for the election of four (4) directors in the event that proposal 1 (to declassify the Board) was not approved at the Annual Meeting. The stockholders did approve proposal 1, and as a result, by its own terms, proposal 3 was not submitted to the stockholders for consideration at the Annual Meeting.

4. Approval and adoption of the MGP Ingredients, Inc. 2014 Equity Incentive Plan . The results of the vote were as follows:

	For	Against	Abstentions	Broker Non-votes
Common shares	11,941,521	450,677	118,489	3,477,136
Preferred shares	316	0	0	--

5. Approval and adoption of the MGP Ingredients, Inc. 2014 Non-employee Director Equity Incentive Plan. The results of the vote were as follows:

	For	Against	Abstentions	Broker Non-votes
Common shares	12,061,791	323,930	124,966	3,477,136
Preferred shares	316	0	0	--

6. Approval and adoption of the MGP Ingredients, Inc. Employee Stock Purchase Plan. The vote results were as follows:

	For	Against	Abstentions	Broker Non-votes
Common shares	12,363,711	90,372	56,604	3,477,136
Preferred shares	316	0	0	--

7. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014. The vote results were as follows:

	For	Against	Abstentions	Broker Non-votes
Common shares	15,915,739	39,552	31,682	0
Preferred shares	316	0	0	--

8. Advisory vote on the compensation of the Company's named executive officers. The vote results were as follows:

	For	Against	Abstentions	Broker Non-votes
Common shares	12,248,456	119,442	142,789	3,477,136
Preferred shares	316	0	0	--

9. Proposal to postpone or adjourn the 2014 Annual Meeting of Stockholders for the purpose of soliciting additional proxies. The vote results were as follows:

	For	Against	Abstentions	Broker Non-votes
Common shares	14,594,172	1,160,881	231,920	0
Preferred shares	316	0	0	--

Item 7.01. Regulation FD Disclosure.

Attached as Exhibit 99.1, and incorporated into this Item 7.01 by reference, is a press release issued by the Company on May 22, 2014 announcing the final results of the Annual Meeting referred to in Item 5.07 above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release announcing the final results of the 2014 Annual Meeting of Stockholders of MGP Ingredients, Inc. dated May 22, 2014.

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.

MGP INGREDIENTS, INC.

Date: May 23, 2014

By: /s/ Don Tracy

Don Tracy, co-Chief Executive Officer

By: /s/ Randy Schrick

Randy Schrick, co-Chief Executive Officer



Cray Business Plaza
100 Commercial St., P.O. Box 130
Atchison, Kansas 66002-0130
913.367.1480
mgpingredients.com

NEWS RELEASE

For Immediate Release

MGP Ingredients, Inc. Stockholders Elect New Board of Directors; *Amendment to declassify the Board also receives approval*

ATCHISON, Kansas, May 22, 2014-MGP Ingredients, Inc. (**Nasdaq/MGPI**) (the "Company") shareholders today elected all eight individuals nominated by the Board of Directors. They will hold office for a one-year term until the annual meeting of stockholders to be held in 2015.

Following today's vote, the Company's Articles of Incorporation have been amended to provide for the annual election of all directors.

Newly elected directors Terrence Dunn and Anthony Foglio join current directors Daryl Schaller and John Bridendall as Group A directors. Newly elected director George "Skip" Page, Jr. joins current directors Cloud L. "Bud" Cray, Jr., Karen Seaberg, and Jeannine Strandjord as Group B directors elected by holders of the Company's preferred stock. One Group B position to be elected by the holders of the Company's Preferred Stock is expected to be filled by the Company's new chief executive officer upon completion of the search currently underway.

"MGP is pleased to welcome these three new board members," Board Chairman Cray told stockholders at the annual meeting. "We appreciate the support of our shareholders, especially during the challenges we faced in 2013. Our new board has the right experience to help us chart a successful future. Among the board's top priorities is the hiring of a new CEO. We hope to conclude our review of candidates by the end of the summer."

About MGP

MGP is a leading independent supplier of premium spirits, offering flavor innovations and custom distillery blends to the beverage alcohol industry. The company also produces high quality food grade industrial alcohol and formulates grain-based starches and proteins into nutritional and highly functional ingredients for the branded consumer packaged goods industry. The company is headquartered in Atchison, Kansas, where a variety of distilled alcohol products and food ingredients are manufactured. Distilled spirits are also produced at company facilities in Lawrenceburg, Indiana. For more information, visit mgpingredients.com.

Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements as well as historical information. Forward-looking statements are usually identified by or are associated with such words as “intend,” “plan,” “believe,” “estimate,” “expect,” “anticipate,” “hopeful,” “should,” “may,” “will,” “could,” “encouraged,” “opportunities,” “potential” and/or the negatives of these terms or variations of them or similar terminology. They reflect management’s current beliefs and estimates of future economic circumstances, industry conditions, Company performance and financial results and are not guarantees of future performance. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Investors should not place undue reliance upon forward-looking statements and the Company undertakes no obligation to publicly update or revise any forward-looking statements. Important factors that could cause actual results to differ materially from our expectations include, among others: (i) disruptions in operations at our Atchison facility, Indiana plant or Illinois Corn Processing, LLC’s (“ICP”) facility (ii) the availability and cost of grain and fluctuations in energy costs, (iii) the competitive environment and related market conditions, (iv) the ability to effectively pass raw material price increases on to customers, (v) the viability of the ICP joint venture and its ability to obtain financing, (vi) our ability to maintain compliance with all applicable loan agreement covenants, (vii) our ability to realize operating efficiencies, (viii) potential adverse effects to the management of our business operations and our profitability in the wake of the dismissed litigation related to the proxy contest and related matters, and the termination of our CEO, (ix) actions of governments, (x) and consumer tastes and preferences. For further information on these and other risks and uncertainties that may affect our business, including risks specific to our Distillery and Ingredient segments, see *Item 1A. Risk Factors* of our Annual Report on Form 10-K for the year ended December 31, 2013, as updated by *Item 1A. Risk Factors* in subsequent Quarterly Reports on Form 10-Q, including for the quarter ended March 31, 2014.

For More Information

Investors & Analysts:

George Zagoudis, Investor Relations

913-360-5441 or george.zagoudis@mgpingredients.com

Media:

Shanae Randolph, Corporate Director of Communications

913-360-5442 or shanae.randolph@mgpingredients.com

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