

CAL MAINE FOODS INC  
Form DEF 14A  
August 29, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant    
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to ss.240.14a-12

Cal-Maine Foods, Inc.

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(Name of Registrant as Specified In Its Charter)

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- No fee required.  
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1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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4) Date Filed:

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Notice of  
Annual Meeting  
and  
Proxy Statement

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2013

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NOTICE OF ANNUAL MEETING  
October 4, 2013

TO THE SHAREHOLDERS:

The Annual Meeting of the shareholders of Cal-Maine Foods, Inc. will be held at the corporate offices of Cal-Maine Foods, Inc. at 3320 Woodrow Wilson Drive, Jackson, Mississippi 39209, at 10:00 a.m. (Local Time), on Friday, October 4, 2013, for the following purposes:

1. To elect six directors from among the nominees described in this proxy statement to serve for the ensuing year;
2. To ratify the selection of Frost, PLLC as our independent registered public accounting firm for fiscal year 2014; and
3. To consider and act upon such other matters as may properly come before the Annual Meeting or any adjournments thereof.

August 16, 2013, has been fixed as the record date for determination of shareholders entitled to vote at the Annual Meeting and to receive notice thereof.

The directors sincerely desire your presence at the meeting. However, so that we may be sure your vote will be included, please sign, date and return the enclosed proxy card promptly. A self-addressed, postage-paid return envelope is enclosed for your convenience.

FOR THE BOARD OF DIRECTORS

TIMOTHY A. DAWSON  
SECRETARY

DATED: August 30, 2013

SHAREHOLDERS ARE URGED TO VOTE BY DATING, SIGNING AND RETURNING THE ENCLOSED PROXY CARD IN THE ENCLOSED ENVELOPE TO WHICH NO POSTAGE NEED BE AFFIXED IF MAILED IN THE UNITED STATES.

CAL-MAINE FOODS, INC.  
3320 Woodrow Wilson Drive  
Jackson, Mississippi 39209

PROXY STATEMENT FOR ANNUAL MEETING  
OF SHAREHOLDERS TO BE HELD OCTOBER 4, 2013

The information set forth in this proxy statement is furnished in connection with the Annual Meeting of Shareholders of Cal-Maine Foods, Inc. (the "Company") to be held on October 4, 2013, at 10:00 a.m., local time, at our headquarters, 3320 Woodrow Wilson Drive, Jackson, Mississippi 39209. A copy of our Annual Report to Shareholders for the fiscal year ended June 1, 2013, accompanies this proxy statement. Our telephone number is (601) 948-6813. The terms "we," "us" and "our" used in this proxy statement mean the Company.

GENERAL MATTERS

Additional copies of the Annual Report on Form 10-K (not including exhibits), Notice of Annual Meeting, proxy statement and proxy card will be furnished without charge to any shareholder upon written request to: Cal-Maine Foods, Inc., ATTN: Timothy A. Dawson, Secretary, Post Office Box 2960, Jackson, Mississippi 39207. Exhibits to the Annual Report on Form 10-K may be furnished to shareholders upon the payment of an amount equal to the reasonable expenses incurred by us in furnishing such exhibits. A list of the shareholders of record as of the record date will be available for inspection at the above address for 10 days preceding the date of the Annual Meeting.

While we are not soliciting proxies by internet, the following proxy materials are being made available free of charge at our website, [www.calmainefoods.com](http://www.calmainefoods.com):

- The Notice of Annual Meeting and Proxy Statement for the 2013 Annual Meeting of Shareholders
  - The Annual Report on Form 10-K for the fiscal year ended June 1, 2013
- The form of proxy card being distributed to stockholders in connection with the 2013 Annual Meeting of Shareholders

Certain shareholders sharing an address may have received only one copy of this proxy statement and the Annual Report on Form 10-K. The Company will promptly deliver, upon oral or written request, a separate copy of the proxy statements and the Annual Report to a shareholder at a shared address to which only a single copy of such documents were delivered. Separate copies may be requested by contacting your broker, bank or other holder of record or by contacting the Company at the following address: Cal-Maine Foods, Inc., ATTN: Timothy A. Dawson, Secretary, Post Office Box 2960, Jackson, Mississippi 39207.

If you want to receive separate copies of the Company's Annual Report on Form 10-K and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you can make these requests through the following sources:

Shareholders of record should contact the Company's Corporate Secretary in writing or by telephone at Cal-Maine Foods, Inc., ATTN: Timothy A. Dawson, Secretary, Post Office Box 2960, Jackson, Mississippi 39207, telephone number (601) 948-6813.

Shareholders who are beneficial owners should contact their bank, broker or other nominee record holder.

Our Board of Directors is soliciting the enclosed proxy. The proxy may be revoked by a shareholder at any time before it is voted by filing with our Secretary a written revocation of such proxy or a duly executed proxy bearing a later date. The proxy also may be revoked by a shareholder attending the meeting, withdrawing the proxy, and voting in person.

All expenses incurred in connection with the solicitation of proxies will be paid by us. In addition to the solicitations of proxies by mail, our directors, officers, and regular employees may solicit proxies in person or by telephone. We will, upon request, reimburse banks, brokerage houses and other institutions, and fiduciaries for their expenses in forwarding proxy material to their principals. No proxies will be solicited via the Internet or web site posting.

#### VOTING SHARES

This proxy statement, the enclosed form of proxy and the other accompanying materials are first being mailed to shareholders on or about August 30, 2013. Shareholders of record at the close of business on August 16, 2013, are eligible to vote at the Annual Meeting in person or by proxy. As of the record date, 21,708,399 shares of our common stock were outstanding, and 2,400,000 shares of our Class A common stock were outstanding.



Each share of common stock is entitled to one vote on each matter to be considered at the Annual Meeting. Each share of Class A common stock is entitled to 10 votes on each such matter. The holders in person or by proxy of shares of our common stock and/or Class A common stock representing a majority of the voting interest of all such shares will constitute a quorum for purposes of the 2013 Annual Meeting of Shareholders. If a quorum is not present in person or by proxy, the holders of shares representing a majority of the voting interest of all such shares present may adjourn the meeting from time to time, until a quorum is present, and at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

If you hold your shares in “street name,” you will receive instructions from your brokers or other nominees describing how to vote your shares. If you do not instruct your brokers or nominees how to vote your shares, they may vote your shares as they decide as to each matter for which they have discretionary authority under the rules of the New York Stock Exchange. For Item No. 2 (Ratification of Appointment of Independent Registered Public Accounting Firm) to be voted on at the Annual Meeting, brokers and other nominees will have discretionary authority in the absence of timely instructions from you.

There are also non-discretionary matters for which brokers and other nominees do not have discretionary authority to vote unless they receive timely instructions from you. For Item No. 1 (Election of Directors) to be voted on at the Annual Meeting, you must provide timely instructions on how the broker or other nominee should vote your shares. When a broker or other nominee does not have discretion to vote on a particular matter and you have not given timely instructions to the broker or other nominee on how that broker or nominee should vote your shares, a “broker non-vote” results. Although any broker non-vote would be counted as present at the meeting for purposes of determining a quorum, it would be treated as not entitled to vote with respect to non-discretionary matters.

Abstentions occur when shareholders are present at the Annual Meeting but fail to vote or voluntarily withhold their vote for any of the matters upon which the shareholders are voting.

**Election of Directors.** Both the shares of common stock and the shares of Class A common stock have the right of cumulative voting in the election of directors. Cumulative voting means that each shareholder will be entitled to cast as many votes as he or she has the right to cast (before cumulating votes), multiplied by the number of directors to be elected. All such votes may be cast for a single nominee or may be distributed among the nominees to be voted for as the shareholder sees fit. To exercise cumulative voting rights by proxy, a shareholder must clearly designate the number of votes to be cast for any given nominee. Under Delaware law, votes that are withheld from a director’s election will be counted toward a quorum but will not affect the outcome of the vote on the election of a director. Broker non-votes will not be taken into account in determining the outcome of the election. The election of directors requires a plurality of the votes cast.

**Other Matters.** The required vote to approve any matter other than the election of directors (Item No. 1) is the affirmative vote by the holders of a majority of the total votes represented by the total number of shares of common stock and Class A common stock.

**Item No. 2.** With respect to Item No. 2, the ratification of appointment of independent registered public accounting firm, an abstention is treated as entitled to vote and, therefore, has the same effect as voting “against” the proposal.

Shares represented by a properly executed and returned proxy card will be voted at the Annual Meeting in accordance with the instructions indicated thereon. If no instructions are indicated, the person or persons named in the proxy will vote:

- n for the election of the six nominees named in this proxy statement to serve as directors of the Company;

n for the ratification of our appointment of Frost, PLLC as independent registered public accounting firm of the Company; and

n in their discretion with respect to such other business as may come before the Annual Meeting.

In accordance with our bylaws and Delaware law, the Company will appoint two inspectors of election. The inspectors will take charge of and will count the votes and ballots cast at the Annual Meeting and will make a written report on their determination. We encourage you to read this entire document carefully.

OWNERSHIP OF VOTING SECURITIES BY CERTAIN BENEFICIAL  
OWNERS AND MANAGEMENT

The following table sets forth information as to the beneficial ownership of our common stock and Class A common stock as of July 20, 2013, by:

- each person known by us to beneficially own more than 5% of the class outstanding, and
- each director, each nominee to serve as a director of the Company, each executive officer named in the Summary Compensation Table (see “Compensation Tables”) and by all directors and executive officers as a group.

Name of Beneficial Owner (1)	Common Stock and Class A Common Stock				Percentage of Total Voting Power (3)
	Number of Shares		Percentage of Class		
	Beneficially Owned(2)		Outstanding		
	Common	Class A	Common	Class A	
Fred R. Adams, Jr. (4)	6,223,147	1,795,399	28.6%	74.8%	52.9%
Adolphus B. Baker (5)	407,747	604,601	1.9%	25.2%	14.1%
Timothy A. Dawson (6)	9,912	-0-	*	-0-	*
Letitia C. Hughes (7)	11,900	-0-	*	-0-	*
Sherman L. Miller (8)	3,685	-0-	*	-0-	*
James E. Poole (9)	1,200	-0-	*	-0-	*
Steve W. Sanders (10)	1,600	-0-	*	-0-	*
Bobby L. Scott (11)	5,256	-0-	*	-0-	*
Jack B. Self (12)	11,150	-0-	*	-0-	*
Joe M. Wyatt (13)	8,877	-0-	*	-0-	*
Royce & Associates, LLC (14)	2,222,168	-0-	10.2%	-0-	4.9%
NFJ Investment Group LLC (15)	1,346,671	-0-	6.2%	-0-	2.9%
Cal-Maine Foods, Inc. KSOP	1,385,462	-0-	6.4%	-0-	3.0%
a group (13 persons) (16)(17)	6,751,841	2,400,000	31.1%	100%	67.3%

\* Less than 1%

(1) The address of the Cal-Maine Foods, Inc. KSOP (“KSOP”) and each officer and director, except James E. Poole, Letitia C. Hughes and Steve Sanders, is Cal-Maine Foods, Inc., 3320 Woodrow Wilson Drive (P. O. Box 2960), Jackson, Mississippi 39207. Mr. Poole’s address is P. O. Box 5167, Jackson, Mississippi 39296; Ms. Hughes’ address is P. O. Box 291, Jackson, Mississippi 39205; Mr. Sanders’ address is 2 Oakleigh Place, Jackson, Mississippi 39211.

(2) The information as to beneficial ownership is based on information known to us or statements furnished to us by the beneficial owners. As used in this table, “beneficial ownership” means the sole or shared power to vote or to direct the voting of a security, or the sole or shared investment power with respect to a security (i.e. the power to dispose of or to direct the disposition of a security). For purposes of this table, a person is deemed as of any date to have “beneficial ownership” of any security that such person has the right to acquire within 60 days after such date, such as under our stock option plans.

(3) Percent of total voting power is based on the total votes to which the common stock (one vote per share) and Class A common stock (ten votes per share) are entitled.

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- (4) Mr. Adams is our Chairman Emeritus. Includes 406,438 shares of common stock accumulated under the KSOP and 778,173 shares of common stock owned by Mr. Adams' spouse separately and as to which Mr. Adams disclaims beneficial ownership.
- (5) Mr. Baker is Chairman of the Board, a director and a director nominee, and is our President and Chief Executive Officer. Includes 123,923 shares of common stock owned by Mr. Baker's spouse separately as to which Mr. Baker disclaims beneficial ownership, 72,582 shares of common stock accumulated under the KSOP, 7,000 shares of common stock subject to vested options, and 5,400 shares of unvested restricted common stock.
- (6) Mr. Dawson is a director and a director nominee, and is our Vice President – Chief Financial Officer, Treasurer and Secretary. Includes 2,112 shares of common stock accumulated under the KSOP, 6,000 shares of common stock subject to vested options, and 1,800 shares of unvested restricted common stock.
- (7) Ms. Hughes is a director and a director nominee. Includes 1,100 shares of unvested restricted common stock.
- (8) Mr. Miller is a director and a director nominee and is our Vice President – Chief Operating Officer. Includes 945 shares of common stock accumulated under the KSOP, 740 shares of common stock accumulated under the KSOP by Mr. Miller's spouse separately and as to which Mr. Miller disclaims beneficial ownership, 1,800 shares of unvested restricted common stock, and 200 shares of unvested restricted common stock granted to Mr. Miller's spouse and as to which Mr. Miller disclaims beneficial ownership.
- (9) Mr. Poole is a director and a director nominee. Includes 100 shares of common stock owned through Mr. Poole's individual retirement account and 1,100 shares of unvested restricted common stock.
- (10) Mr. Sanders is a director and a director nominee. Includes 1,600 shares of unvested restricted common stock.
- (11) Mr. Scott is a Vice President – Operations. Includes 550 shares of common stock accumulated under the KSOP and 1,100 shares of unvested restricted common stock.
- (12) Mr. Self is a Vice President – Operations. Includes 10,050 shares of common stock accumulated under the KSOP and 1,100 shares of unvested restricted common stock.
- (13) Mr. Wyatt is our Vice President – Feedmill Division. Includes 1,877 shares of common stock accumulated under the KSOP and 1,100 shares of unvested restricted common stock.
- (14) This information is based solely on a Schedule 13G/A filed with the SEC on January 4, 2013, by Royce & Associates, LLC (“Royce”). The Schedule 13G/A reports that Royce has sole voting and sole dispositive power with respect to such shares of common stock. Royce's address is 745 Fifth Avenue, New York, NY 10151.
- (15) This information is based solely on a Schedule 13G/A filed with the SEC on February 6, 2013, by Allianz Global Investors U.S. Holdings LLC (“Allianz”) and NFJ Investment Group LLC (“NFJ”). The Schedule 13G/A reports that both named persons have beneficial ownership of the shares listed but that NFJ has sole voting power over 1,326,671 of such shares of common stock and NFJ has sole dispositive power over 1,346,671 of such shares. Allianz' address is 600 Newport Center Drive, Suite 250, Newport Beach, CA 92660. NFJ's address is 2100 Ross Avenue, Suite 700, Dallas, TX 75201.
- (16) Includes 513,551 shares of common stock accumulated under the KSOP.
- (17)

Includes shares of common stock as to which Messrs. Adams, Baker and Miller disclaim any beneficial ownership. See Notes (4), (5) and (8) above,

The shares of common stock accumulated in the KSOP, as indicated in Notes (4), (5), (6), (8), (11), (12) and (13) above, also are included in the 1,385,462 shares shown in the table as owned by the KSOP.

## ELECTION OF DIRECTORS

## ITEM NO. 1 ON PROXY CARD

Our bylaws provide that the number of directors shall be fixed by resolution of the Board of Directors and that the number may not be less than three nor more than 12. Pursuant to the bylaws, the Board of Directors has fixed the number of directors at six as of the date of the annual meeting. Unless otherwise specified, proxies will be voted FOR the election of the six nominees named below to serve until the next annual meeting of shareholders and until their successors are elected and qualified. If, at the time of the meeting, any of the nominees named below is unable or declines to serve as director (which is not anticipated), the proxies will be voted for the election of such other person or persons as the Board of Directors may designate in their discretion.

The Board of Directors has designated Adolphus B. Baker, Timothy A. Dawson, Letitia C. Hughes, Sherman Miller, James E. Poole and Steve W. Sanders as nominees for election as directors of the Company at the Annual Meeting (each a "Nominee"). Each Nominee is currently a Director of the Company. If elected, each Nominee will serve until the expiration of his/her term at the next annual meeting of shareholders in 2014 and until his/her successor is elected and qualified or until his/her earlier death, resignation or removal from office.

The directors unanimously recommend a vote "FOR" the six Nominees.

## Nominees for Directors

The table below sets forth certain information regarding the Nominees for election to the Board of Directors:

Name	Age	Tenure and Business Experience
Adolphus B. Baker (1)(3)(5) Chairman of the Board, President, Chief Executive Officer and Director	56	Mr. Baker was elected Chairman of the Board in July 2012. He was elected President and Chief Operating Officer in 1997. He served as Chief Operating Officer until he was elected Chief Executive Officer in 2010. He was serving as Vice President and Director of Marketing of the Company when elected President. Previously, he had served as Assistant to the President since 1987 and has been employed by the Company since 1986. He has served as a director of the Company since 1991 and is past chairman of American Egg Board, United Egg Producers, Egg Clearinghouse, Inc. and Mississippi Poultry Association. He is a director of United Egg Producers, Egglan's Best, Inc., Trustmark Corporation and Trustmark National Bank. He is also a member of the board of managers of Egglan's Best, LLC. Mr. Baker is Fred R. Adams, Jr.'s (our Chairman Emeritus) son-in-law.
Timothy A. Dawson (1) Vice President – Chief Financial Officer, Treasurer, Secretary and Director	59	Mr. Dawson joined the Company in 2005 as Vice President and Chief Financial Officer. He has served as a director since 2005. He is also Secretary and Treasurer of the Company. Mr. Dawson served as Senior Vice President and Chief Financial Officer of Mississippi Chemical Corporation from 1999 until the sale of that company to Terra Industries, Inc. in 2004.
Letitia C. Hughes (2)(3)(4)(5) Director	61	Ms. Hughes has served as a director of the Company since 2001. Since 1974 Ms. Hughes has been associated with Trustmark National Bank,

Jackson, Mississippi, in managerial positions. She is presently serving as Senior Vice-President, Manager, Private Banking. Ms. Hughes is an independent director.

Sherman L. Miller (1)  
Vice President – Chief Operating  
Officer and Director

38 Mr. Miller joined the Company in 1996 and has served in various positions in operations. He was elected Vice President of Operations in 2007 and Chief Operating Officer in 2011. He was elected a director of the Company in July 2012. Mr. Miller is a director of U.S. Poultry and Egg Association.



Name	Age	Tenure and Business Experience
James E. Poole (2)(3)(4)(5) Director	64	Mr. Poole is a Certified Public Accountant and a principal with the accounting firm of Grantham, Poole, Randall, Reitano, Arrington & Cunningham, PLLC of Ridgeland, Mississippi, and has been for more than five years. He has been a director of the Company since 2004 and is an independent director.
Steve W. Sanders (2)(3)(4)(5) Director	67	Mr. Sanders has served as a director of the Company since 2009. He is a Certified Public Accountant and is a Lecturer at the Adkerson School of Accountancy, Mississippi State University, where he has taught accounting and auditing courses since 2003. He retired in 2002 as the managing partner of the Jackson, Mississippi office of Ernst & Young LLP, certified public accountants, after over 30 years with that firm. He served as a director of Valley Services, Inc., a privately-held food services company from February 2003 until the sale of that company in June 2012. Mr. Sanders is an independent director.

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- (1) Member of the Executive Committee
  - (2) Member of the Audit Committee
  - (3) Member of the Compensation Committee
  - (4) Member of the Long-Term Incentive Plan Committee
  - (5) Member of the Nominating Committee

#### EXECUTIVE OFFICERS OF THE COMPANY

The following information sets forth the name, age, principal occupation and business experience during the last five years of each of the current executive officers of the Company. The executive officers, including the named executive officers, serve at the pleasure of the Board. For information regarding ownership of the Company's common stock and Class A common stock by the executive officers of the Company, see "Ownership of Voting Securities by Certain Beneficial Owners and Management" on page 4.

ADOLPHUS B. BAKER, age 56, is Chairman, Chief Executive Officer and President and a director. See previous description under "Nominees for Directors."

CHARLES F. COLLINS, age 69, has served as Vice President – Controller of the Company since 1978. He served as a director of the Company from 1983 to 2004. He has been employed by the Company since 1969.

TIMOTHY A. DAWSON, age 59, is Vice President – Chief Financial Officer, Treasurer and Secretary and a director. See previous description under "Nominees for Directors."

CHARLES J. HARDIN, age 54, is Vice President – Sales. He has served in such office since 2002. He has been employed by the Company since 1989.

ROBERT L. HOLLADAY, JR., age 37, is Vice President – General Counsel. Mr. Holladay joined the Company and was elected to this position in 2011. Prior to joining the Company he was an attorney with YoungWilliams P.A., a Jackson, Mississippi law firm, since joining that firm in 2002.

SHERMAN L. MILLER, age 38, is Vice President – Chief Operating Officer and a director. See previous description under “Nominees for Directors.”

JOE M. WYATT, age 74, is Vice President – Feedmill Division. He has served in such office since 1977 and has been employed by the Company since its formation in 1969. He served as a director of the Company from 1998 to 2004.

The Company's executive officers serve at the pleasure of the Board. None of the officers or directors have been convicted in a criminal proceeding during the past 10 years (excluding traffic violations or a similar misdemeanor). None of the executive officers or directors have been a party to any judicial or administrative proceeding during the past 10 years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

#### Diversity of Our Board

We believe our Board of Directors constitutes a diverse group of highly qualified individuals. Mr. Baker is our Chairman, President and Chief Executive Officer and as such brings a highly informed view of Company operations to the Board activities. Mr. Baker is highly active in industry organizations and therefore has access to feedback from other industry leaders as to industry-wide conditions, experience of others in addressing a continuously changing spectrum of problems and opportunities in the egg industry.

Mr. Dawson has extensive industrial accounting experience having served as the Chief Financial Officer of Mississippi Chemical Corporation, a publically traded company in the fertilizer industry. Mr. Dawson's background involves extensive contact with members of the agricultural community as well as experience in addressing the financial management of a large agricultural enterprise.

Mr. Miller is our Vice President and Chief Operating Officer and has served in that and various other operational positions for the Company since 1996. This provides him a deep knowledge and experience base regarding the Company's operations, customers and industry.

Both Messrs. Poole and Sanders are Certified Public Accountants and bring a diversity of viewpoints to their Board positions. Mr. Poole is a principal in one of the larger public accounting firms in the State of Mississippi serving a broad scope of clients. He brings not only accounting expertise to the Board but also a broad knowledge of the general business climate within which the Company is operating. He brings a particularly practical approach to the issues presented to our Board. Mr. Sanders brings academic accounting experience to bear on the Board's deliberations. Mr. Sanders headed the local Jackson, Mississippi office of Ernst & Young. As Managing Partner of Ernst & Young he was presented with a multitude of accounting issues raised by a client base consisting of many types of business. Subsequent to retiring from Ernst & Young, Mr. Sanders has served as a lecturer in the Adkerson School of Accounting at Mississippi State University therefore bringing current academic experience to matters being considered by our Board.

Ms. Hughes is head of Private Banking for Trustmark National Bank, a large regional bank in the southeastern portion of the United States and has been invaluable to the deliberations of the Board by bringing to bear her views and experience as a lending officer for a large bank. In a volatile industry such as the egg industry, Ms. Hughes has given the Board invaluable insights into the Company's relationship with its lenders.

#### Board and Committee Meetings

The Board of Directors of the Company held four regular meetings and three special meetings in the fiscal year ended June 1, 2013. The Board did not take any action by written consent during the last fiscal year. The Executive Committee of the Board presently consists of Messrs. Baker, Dawson and Miller. Fred R. Adams, Jr. resigned from the Executive Committee in July 2012. The Board also has a Compensation Committee consisting of Mr. Baker (who is its chair), Ms. Hughes, Mr. Poole and Mr. Sanders; a Long-Term Incentive Plan Committee consisting of Ms. Hughes, Mr. Poole (who is its chair) and Mr. Sanders; and an Audit Committee consisting of Ms. Hughes (who is its chair), Mr. Poole and Mr. Sanders. Mr. Adams resigned from the Compensation Committee and Mr. Baker was

designated to fill the resulting vacancy in July 2012. The Board formed a Nominating Committee in July 2012 consisting of Mr. Baker, Ms. Hughes, Mr. Poole and Mr. Sanders.

The Executive Committee may exercise all of the powers of the full Board of Directors, except for certain major actions, such as the adoption of an agreement of merger or consolidation, the recommendation to stockholders of the disposition of substantially all of the Company's assets or a dissolution of the Company, and the declaration of a dividend or authorization of an issuance of stock. The Executive Committee acts on matters, within the scope of its authority, between meetings of the full Board. During the last fiscal year, the Executive Committee held one meeting, and the Committee, pursuant to Delaware law, took action by unanimous written consent on four occasions.

The Compensation Committee reviews and recommends to the Board of Directors the compensation and benefits of all officers of the Company, reviews general policy matters relating to compensation and benefits of employees of the Company, including the issuance of stock options to the Company's officers, employees and directors. The Compensation Committee held two regular meetings and one special meeting during the last fiscal year. The Compensation Committee does not have a charter.

The Long-Term Incentive Plan Committee, which is composed of three independent directors, administers the Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan, including selecting the persons to whom awards may be made, determining the types of awards, determining the times at which awards will be made and other terms and conditions relating to awards. The Long-Term Incentive Plan Committee met one time during the last fiscal year. The Long-Term Incentive Plan Committee does not have a charter.

The Audit Committee, which is composed of three independent directors, meets with management, internal auditors, and the Company's independent registered public accounting firm to determine the adequacy of internal controls, to recommend a registered public accounting firm for the Company and other financial matters. The Audit Committee held four regular and no special meetings during the last fiscal year. The Audit Committee's charter is included as Appendix A to this proxy statement.

The Nominating Committee considers potential nominees for directors proposed by committee members, other members of the Board of Directors, management or our stockholders. The Nominating Committee did not meet during the last fiscal year but did meet in July 2013 to adopt the slate of director nominees described in this proxy statement. The Nominating Committee does not have a charter.

In recommending nominees for the Board, the Nominating Committee considers any specific criteria the Board may request from time to time and such other factors as it deems appropriate. These factors may include any special training or skill, experience with businesses and other organizations of comparable size and type, experience or knowledge with businesses that are particularly relevant to the Company's current or future business plans, financial expertise, the interplay of the candidate's experience with the experience of the other directors, sufficient time to devote to the responsibilities of a director, freedom from conflicts of interest or legal issues and the extent to which, in the Nominating Committee's opinion, the candidate would be a desirable addition to the Board.

Diversity is taken into account when determining how the candidates' qualities and attributes would complement the other directors' backgrounds. Type of advanced studies and certification, type of industry experience, area of corporate experience and gender, among other factors, are taken into consideration. The Nominating Committee believes that the different business and educational backgrounds of the directors of the Board contribute to the overall insight necessary to evaluate matters coming before the Board.

Each member of our Board of Directors attended 75% or more of the total meetings of the Board and all committees of the Board on which he or she served during the last fiscal year.

While the Board of Directors does not have a specific policy as to directors' attendance at the Annual Meeting of Shareholders, such attendance is encouraged. All directors attended the Annual Meeting of Shareholders held on October 5, 2012. Shareholders may send communications to the Board by directing them to the Secretary in the same manner as described on page 2 of this proxy statement. The Secretary will forward to all members of the Board any such communications he receives which, in his reasonable judgment, he deems to be not spurious and to be sent in good faith.

The independent directors of the Company met in executive session without any representatives of management being present on several occasions during the last fiscal year.

## Risk Oversight

The Board takes its oversight role in the Company's risk management very seriously. The Company's Executive Committee is primarily responsible for managing the day-to-day risks of the Company's business, and is best equipped to assess and manage those risks. The Audit Committee also plays a prominent role in assessing and addressing risks faced by the Company with respect to financial and accounting controls, internal audit functions, pending or threatened legal matters, insurance coverage and the Company's "whistleblower" hotline policy, among other matters. The Board and the Audit Committee receive reports on the Company's exposure to risk and its risk management practices from members of the Executive Committee as well as other members of the Company's management and legal counsel, including reports on the Company's information technology standards and safeguards, financial and accounting controls and security measures, environmental compliance, human resources, litigation and other legal matters, grain purchasing strategies, and customer concentration and product mix, among other things. The Board regularly receives updates about and reassesses the management of these risks throughout the year. In addition, the Board and the Audit Committee review the Company's risk disclosures in its draft periodic reports before they are filed and have the opportunity to question management and outside advisers about those risks. The Board's role in risk oversight of the Company is consistent with the Company's leadership structure, with the CEO and other members of senior management having responsibility for assessing and managing the Company's risk exposure on a day-to-day basis, and the Board and its committees providing oversight in connection with those efforts.

The Board's oversight of risk of the Company has not specifically affected the Board's leadership structure. The Board believes that its current leadership structure is conducive of and appropriate for its risk oversight function. If in the future the Board believes that a change in its leadership structure is required to, or potentially could, improve the Board's risk oversight function, it may make any change it deems appropriate.

#### Report of the Audit Committee

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Committee reviewed and discussed the audited financial statements in the Annual Report with management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Committee also reviewed with Frost, PLLC, the Company's independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, its judgment as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Committee under generally accepted auditing standards. In addition, the Committee has discussed with Frost, PLLC that firm's independence from management and the Company including the matters in the written disclosures and letter from Frost, PLLC required by Public Company Accounting Oversight Board rules and considered the compatibility of nonaudit services with Frost, PLLC's independence.

The Committee discussed with our internal auditors and our independent registered public accounting firm the overall scope and plans for their respective audits. The Committee meets with the internal auditors and our independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors (and the Board has approved) that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 1, 2013, for filing with the Securities and Exchange Commission.

The Board of Directors has determined that all members of the Audit Committee are "audit committee financial experts" and independent directors within the meaning of Securities and Exchange Commission regulations.

Letitia C. Hughes, Audit Committee — Chairperson

James E. Poole, Audit Committee Member

Steve W. Sanders, Audit Committee Member

#### Certain Corporate Governance Matters

The NASDAQ stock market qualitative listing standards require that a majority of a listed company's directors be independent and that a compensation committee and nominating committee of the Board composed solely of independent directors be established. These standards are not applicable to any company where more than 50% of the voting power is held by one individual or group. Mr. Adams, founder and Chairman Emeritus of the Company, and his spouse own capital stock of the Company entitling them to 52.9% of the total voting power. Accordingly, the Company is exempt from those NASDAQ listing standards. However, a NASDAQ listing standard requiring the independent directors of the Board to have regularly scheduled meetings at which only independent directors are present is applicable to the Company. Such meetings were held following the regular meetings of the Board during the

fiscal year ended June 1, 2013. NASDAQ qualitative listing standards require companies to adopt a code of business conduct and ethics applicable to all directors, officers and employees that is in compliance with certain provisions in the Sarbanes-Oxley Act of 2002. The Board of Directors adopted such a code in 2004. Our Code of Ethics is posted on our website at <http://www.calmainefoods.com>.



The listing standards also require all related party transactions to which the Company's directors or officers are parties be reviewed for potential conflicts of interests on an ongoing basis by, and all such transactions be approved by, the Company's Audit Committee or another independent committee of the Board of Directors. During the fiscal year ended June 1, 2013, no reportable related party transactions took place.

Additional NASDAQ listing standards require that the Audit Committee (i) be composed solely of independent directors; (ii) be directly responsible for the appointment, compensation, retention and oversight of the independent auditor, which must report directly to the audit committee; (iii) establish procedures to receive, retain, and treat complaints regarding accounting, internal accounting controls and auditing matters, including procedures for employees' confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters; (iv) have the authority to engage independent counsel and other advisors when the committee determines such outside advice is necessary; and (v) be adequately funded by the Company. Our Audit Committee is in compliance with these standards.

The Board of Directors has a Nominating Committee. Mr. Baker, Ms. Hughes, Mr. Poole and Mr. Sanders are the members of the Nominating Committee. As a "controlled company," the independence requirements of NASDAQ Rule 4350(c) do not apply to the Company.

Mr. Baker, our President and Chief Executive Officer, was elected Chairman of the Board following the resignation of Mr. Adams from that position during the fiscal year ended June 1, 2013. The Company has not named a lead independent director. The Board recognizes that the leadership structure and combination or separation of the Chief Executive Officer and Chairman of the Board roles is prompted by the Company's needs at any point in time. The Company's leadership structure has varied over time and has included combining and separating these roles. As a result, the Board has not established a firm policy requiring combination or separation of these leadership roles and the Company's governing documents do not mandate a particular structure. This provides the Board with flexibility to establish the most appropriate structure for the Company at any given time.

The Board has determined that the Company is currently best served by having one person serve as Chairman of the Board and Chief Executive Officer as it promotes communication between management and the Board of Directors and provides essential leadership for addressing the Company's strategic initiatives and challenges. Mr. Baker's service as Chairman of the Board aids the Board's decision-making process because he has firsthand knowledge of the Company's operations and the major issues facing the Company, and he chairs the Board meetings where the Board discusses strategic and business issues.

The Board of Directors also considers the above structures appropriate due to the Company's status as a "controlled company." Further, due to the relatively small size of the Board of Directors and the fact that one-half of the members of the Board of Directors are independent directors, the Board of Directors has not felt it necessary to designate a lead director.

Mr. Adams, the former Chairman of the Board, has been designated Chairman Emeritus of the Company. Under the Company's bylaws, Chairman Emeritus is an advisory position. Although the Chairman Emeritus may be invited to participate in Board of Director and committee meetings, the Chairman Emeritus is not counted for quorum purposes and has no director voting rights. The Chairman Emeritus provides such advisory services to the Board of Directors as it requests.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, such as the common stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Such persons are also required to furnish us with copies of all forms they file under this regulation. To our knowledge, based solely on a review of the copies of such reports furnished to us and representations that no other reports were required, for the fiscal year ended June 1, 2013, the following persons were directors, officers or 10% or more beneficial owners who failed to timely file reports required by Section 16(a) of the Exchange Act during the most recent fiscal year or prior fiscal years. For each such person, the number of late reports, the number of transactions that were not reported on a timely basis, and any known failure to file a required Form are set forth by their name.

Adolphus B. Baker: 1 transaction for which a Form 4 was filed late  
Charles F. Collins: 1 transaction for which a Form 4 was filed late  
Timothy A. Dawson: 1 transaction for which a Form 4 was filed late  
Charles J. Hardin: 1 transaction for which a Form 4 was filed late  
Robert L. Holladay, Jr.: 1 transaction for which a Form 4 was filed late  
Letitia C. Hughes: 1 transaction for which a Form 4 was filed late  
Sherman L. Miller: 1 transaction for which a Form 4 was filed late  
James E. Poole: 1 transaction for which a Form 4 was filed late  
Steve W. Sanders: 1 transaction for which a Form 4 was filed late  
Joe M. Wyatt: 1 transaction for which a Form 4 was filed late

The Company has not received any information from 10% shareholders indicating that they have not complied with filing requirements.

## Certain Transactions

The Company is a member of Egglan's Best, Inc. ("Egglan's Best"), a cooperative that is a specialty egg marketing firm. During the fiscal year ended June 1, 2013, the Company paid approximately \$28,328,000 to Egglan's Best for marketing and service fees. Mr. Baker, Chairman of the Board, President, Chief Executive Officer and director of the Company, is a director of Egglan's Best. He is also a member of the board of managers of Egglan's Best, LLC, a joint venture formed between Egglan's Best and Land O'Lakes, Inc.

## COMPENSATION DISCUSSION AND ANALYSIS

We are the only publicly held company in the United States, insofar as we can determine, whose primary business is the commercial production, processing, and sale of shell eggs. Accordingly, there is little, if any, public information available relative to the compensation paid by our competitors. It is our intent to compensate our employees at a level that will appropriately reward them for their performance, minimize the number of employees leaving our employment because of compensation issues, and enable us to attract needed talent as our business expands. Even though we have not lost many management level employees to our competitors, we believe our management is not the highest paid management group in the egg business.

As stock representing more than 50% of the voting power of our voting stock is owned by members of Mr. Adams' family, we are a controlled company as defined in Rule 4350(c)(5) of the NASDAQ Rules. As such, we are not required to have the compensation of our named executive officers determined by a majority of our independent directors or a Compensation Committee composed entirely of independent directors. However our independent

directors, who constitute three of the four members of the Compensation Committee, do play a significant role in determining the compensation of our named executive officers. We divide our executive officers into two categories for compensation purposes. The first are members of the Executive Committee of our Board of Directors, which during fiscal 2013 was composed of Messrs. Baker, Dawson and Miller. The compensation of the members of the Executive Committee is primarily determined by the Executive Committee which submits its recommendation to the Compensation Committee for approval. The compensation for other executives or officers, including named executive officers not members of the Executive Committee (which, for fiscal 2013, included Messrs. Adams, Scott, Self and Wyatt), is determined by the Compensation Committee.

## Elements of Compensation

Except as otherwise noted, our total compensation package provided to each of our named executive officers consists of a base salary, a cash bonus, equity compensation, automobiles, company paid insurance and country club dues. Additionally, certain of the named executive officers participate in deferred compensation plans and are eligible for an enhanced health plan.

## Compensation Practices and Risks

We do not think any risks arise from the Company's compensation policies and practices that are likely to have a material adverse effect on the Company. No single officer has compensation structured so that it would likely result in such officer subjecting the Company to unusual or extraordinary risks.

## Bonus Plans

### General Bonus Program

During fiscal 2013, our named executive officers, with the exception of the members of the Executive Committee, were covered by our general bonus program. The amount of bonus which could be earned by such named executive officers is an amount equal to 50% of the total of their base salary plus such officer's prior year's bonus.

Of the potential bonus that can be earned by a named executive officer, 50% is based on our profitability, subject to the discretion of the Chief Executive Officer, and in the case of the Chief Executive Officer, subject to the discretion of the Compensation Committee. If we earn a minimum profit, on a pre-tax basis, of five cents per dozen eggs produced, each named executive officer will earn the full portion of his bonus attributable to our profitability, subject to adjustment at the discretion of the Chief Executive Officer or Compensation Committee, as applicable. If our profit is less than five cents per dozen eggs produced, the officer's bonus is reduced by a corresponding percentage.

The remaining bonus that can be earned by a named executive officer is based on such officer's performance as evaluated by our Chief Executive Officer in his discretion.

There is constant contact and interplay among our Chief Executive Officer and the various named executive officers. This contact gives our Chief Executive Officer an ongoing opportunity to be aware of the overall efficiency, cooperativeness, enthusiasm, judgment and attitude that each named executive officer brings to the performance of his duties. Our Chief Executive Officer's observation of these elements forms the basis of his opinion as to how such named executive officer is performing.

However, in addition to the direct observation and interplay between our Chief Executive Officer and the named executive officers, other criteria are also utilized in evaluating a named executive officer's entitlement to the individual performance section of the bonus.

The General Managers under the supervision of the named executive officers also have a bonus program. This bonus program has 16 elements that can be considered by the named executive officer in determining the bonus of his General Managers. All 16 elements are not utilized each year. Typically at the beginning of each year the named executive officer will confer with his General Managers and, of the available criteria, they will select six or seven elements upon which they will concentrate in evaluating the General Manager's performance and bonus eligibility.

An example of some, but not all, of the 16 elements considered by the named executive officer are the profitability of the segment under the General Manager's control, the efficiency of the flocks under the General Manager as to feed

conversion, livability, the status of accounts receivable, percent of eggs hatched, percent of Grade A eggs produced and other operational criteria. The significance or importance of each criteria available for evaluation will vary from location to location. Inasmuch as a General Manager's performance is the responsibility of a specific named executive officer, how the General Managers perform under their performance program and in meeting the established criteria is a significant element considered by our Chief Executive Officer in evaluating the individual performance segment of a named executive officer's bonus.

Mr. Adams no longer participates in any Company bonus program; however, during fiscal 2013 as a result of the change of Mr. Adams' position in the Company, his base salary was increased to a level similar to what he had historically earned as base salary and bonus compensation, collectively. The Compensation Committee and Board believe Mr. Adams' compensation is commensurate to his current and past contributions to the Company.

### Executive Committee Bonus Program

For members of our Executive Committee the bonus program is essentially subjective, rather than utilizing objective criteria. The Executive Committee agrees on bonuses for its members which are then given as a recommendation to the Compensation Committee for final approval. Normally, the Compensation Committee accepts the Executive Committee's recommendation. The most significant item in determining the amount of each Executive Committee member's bonus is the profitability of our Company.

Year-to-year variations in the level of compensation for our named executive officers result primarily from changes in bonuses and other compensation such as stock options and stock appreciation rights rather than base salary. Their salaries remain relatively fixed with modest increases from time to time. A primary variable factor in the named executive officers' compensation is the value of the shares of our stock in relation to which the officer has options, rights or grants.

The tables which follow give details as to the compensation of each of our named executive officers for fiscal 2013.

### General Matters Regarding Compensation

#### Employment Agreements

None of our named executive officers has an employment contract.

#### Deferred Compensation Arrangements

Messrs. Baker, Dawson, Scott, Self and Wyatt participate in the 2006 deferred compensation plan (the "Deferred Compensation Plan") described below.

In 2006 our Board adopted a Deferred Compensation Plan in which all our officers are eligible to participate. The Plan will establish an account for each officer selected by the Board. Each year the Board may elect to make a contribution for each participant ranging from zero to whatever the Board determines. Each participant's account will be credited with investment earnings equal to a fund selected by the Board to serve as an index. Currently, the index fund selected by the Board is the Vanguard 500 Index Fund Admiral Shares. At the time of initial participation, each participant must elect how he wishes his account to be distributed to him. Participants may elect to receive their distribution in a lump sum or in annual installments. All of the named executive officers participating in this Deferred Compensation Plan have elected the lump sum distribution alternative. All contributions to each officer's account will vest when made. The Board determines what contributions, if any, will normally be made during December of each year. During the last fiscal year the contributions made to our named executive officers under the 2006 plan are reflected in the "Nonqualified Deferred Compensation— Under 2006 Plan" table in the "Compensation Tables" section below.

Messrs. Scott, Self and Wyatt each participate in an older individual deferred compensation plan in which each earns a stipulated deferred compensation amount for each year worked after a designated date. Some participants in these individual plans have earned their maximum deferred compensation while others (including Messrs. Scott, Self and Wyatt) continue to accrue such benefit. Mr. Scott, who is currently 73 years old, has earned 18 years of compensation to date. Mr. Self, who is currently 84 years old, has earned 29 years of compensation to date. Mr. Wyatt, who is currently 74 years old, has earned 19 years of compensation to date. The deferred compensation payments are made monthly, beginning immediately after the officer's 65th birthday, unless the officer elects to defer receipt of such payments. The agreement provides that once payments begin or have been earned, any remaining payments will continue to be made to a participant's estate after his or her death.

### Long-Term Equity Incentive Compensation

Because he already holds a substantial equity stake in the Company, Mr. Adams does not participate in any stock option, stock appreciation, deferred compensation, or similar plans. The remainder of our named executive officers do participate in our 2012 Omnibus Long-Term Incentive Plan (“2012 Plan”), our 2005 Incentive Stock Option Plan and/or the Cal-Maine Foods, Inc. Stock Appreciation Rights Plan.

Prior to the adoption of the 2012 Plan, the Company had almost exhausted grants available under the Company’s existing equity plans. The Compensation Committee believed it was essential to provide the named executive officers and other employees of the Company with a long-term equity component of compensation in order to better align their interests with those of the Company’s stockholders. As a result, the Company adopted the 2012 Plan which was approved at the 2012 annual shareholder meeting.

The 2012 Plan is administered by the Long-Term Incentive Plan Committee of the Board (“LTIP Committee”). On December 14, 2012, the LTIP Committee authorized grants of restricted stock to a broad base of employees of the Company, including the named executive officers other than Mr. Adams. All of such restricted stock awards (“RSAs”) were made effective January 15, 2013 and each award vests fully on the third anniversary of date of grant, January 15, 2016. The type of award, the level of RSAs awarded to each named executive officer, and the vesting structure of such RSAs was based in large part on the recommendations of Mercer (US) Inc., a compensation consulting firm engaged by the Compensation Committee of the Company and comparisons to the Company’s peer group. See “Benchmarking of Compensation” and “Compensation Consultants” sections below.

The LTIP Committee anticipates that it will make similar levels of grants of similar RSAs to employees on an annual basis, but it reserves the right to not do so, to defer doing so, or to alter the levels of shares awarded and terms and conditions of any such awards in its discretion.

The LTIP Committee is developing policies concerning the timing of grants, setting of exercise prices and other matters, but no such formal policies exist currently.

#### Severance and Change-in-Control Payments

No named executive officer is entitled to receive any severance or change-in-control payment.

#### Employee Benefits and Perquisites

We do not have a pension plan but we do have the Cal-Maine Foods, Inc. KSOP (“KSOP”), which is a combination 401(k) and employee stock ownership plan. We currently contribute an amount not less than 3% of the participant’s base salary and bonus to the KSOP each year subject to statutory limitations. The KSOP was recently created by merging the Company’s existing 401(k) plan into its existing employee stock ownership plan. All employees with at least one year of service and who meet minimum age requirements, including our named executive officers, are members of the KSOP. Within the KSOP, we also sponsor an elective 401(k) component, but we make no contributions directly to the 401(k) component on behalf of the participants. For additional information regarding the KSOP, see “Compensation Plans – Cal-Maine Foods, Inc. KSOP” below.

Each of our named executive officers participates in an enhanced health plan pursuant to which we reimburse the participating officer for any eligible health expense not covered by our primary health plan, up to \$10,000 per calendar year.

We have a plan under which officers who meet minimum tenure qualifications will be provided health coverage after their retirement. The coverage we provide is secondary to their Medicare coverage.

Each of our named executive officers is provided one automobile for which we pay the operating and maintenance costs. In addition to an automobile, Mr. Adams is provided a pickup truck. We also pay country club dues on behalf of certain of our named executive officers as determined by the Board of Directors.

Mr. Adams and certain officers are provided individual life insurance policies, the premiums of which are paid by the Company. Historically, the Executive Committee has made the determination of which officers would be provided such benefit on a case-by-case basis. The premiums paid on behalf of the named executive officers are set forth in the “All Other Compensation Table” in the “Compensation Tables” section below.

#### Compensation Plans



Cal-Maine Foods, Inc. KSOP

During 2012, our defined contribution savings and retirement plan established in 1985, which was designed to qualify under Sections 401(a) and 401(k) of the Internal Revenue Code, was merged into our Employee Stock Ownership Plan (“ESOP”) established in 1976. The name of the ESOP was changed to the “Cal-Maine Foods, Inc. KSOP”.

The KSOP combines an employee stock ownership plan and a 401(k) plan. All full time employees over age 21 with one or more years of service, are eligible to participate in the KSOP. The employee stock ownership component of the KSOP currently consists primarily of common stock of the Company and is managed by a trustee designated by the Board of Directors. Contributions by us may be made in cash or shares of common stock, as determined by the Board of Directors. Company contributions generally may not exceed 15% of the aggregate annual compensation of participating employees. Currently, the Company contributes an amount not less than 3% of the participant’s base salary and bonus to the KSOP subject to statutory limitations. Contributions are allocated to the accounts of participating employees in the proportion which each employee’s compensation for the calendar year bears to the total compensation for the calendar year (up to \$250,000, as indexed, per employee), of all participating employees for such calendar year. Company contributions vest immediately upon the commencement of an employee’s participation in the KSOP.

Shares of common stock held in an employee's account are voted by the KSOP trustee in accordance with the employee's instructions. Our contributions to the accounts in the KSOP amounted to approximately \$1,844,156 in calendar year 2012. For calendar year 2012, our contributions to the KSOP were \$7,500 on behalf of each of the named executive officers in the Summary Compensation Table.

The 401(k) component of the KSOP permits participants to contribute up to the maximum allowed by the IRS regulations. Participating employees are 100% vested in their 401(k) account balances in the KSOP. The KSOP is intended to comply with the Employee Retirement Income Security Act of 1974, as amended. Benefits under the KSOP are paid at the time of a participant's death, retirement, disability, termination of employment, and, under limited circumstances, may be withdrawn prior to the employee's termination of service.

#### 2005 Incentive Stock Option Plan

Our 2005 Incentive Stock Option Plan was adopted by our Board of Directors on August 15, 2005, and ratified by our shareholders on October 13, 2005. Under the 2005 Plan, 500,000 shares of common stock were reserved for issuance upon the exercise of options that could be granted under the 2005 plan.

All options to be granted are intended to qualify as incentive stock options under Section 422 of the Internal Revenue Code. The options vest at the rate of 20% per year.

The exercise price per share for any options granted may not be less than 100% of the fair market value of the common stock on the date of grant. The number of shares of common stock subject to an option and the exercise price may be adjusted in certain circumstances to prevent dilution. The method of payment of the exercise price will be as prescribed by the Board of Directors in the individual stock option agreements.

The options outstanding under the 2005 plan, as of July 20, 2013, all of which are held by officers of the Company and are fully vested, totaled 43,000. The options were granted on August 17, 2005, for an exercise price of \$5.93.

Shares of common stock subject to the 2005 Plan have been registered under the Securities Act of 1933.

#### Cal-Maine Foods, Inc. Stock Appreciation Rights Plan

The Cal-Maine Foods Stock Appreciation Rights Plan (the "SARs Plan") was adopted by our Board of Directors on August 15, 2005, and ratified by our shareholders on October 13, 2005. The SARs Plan covers 1,000,000 shares of common stock and is administered by the Executive Committee of the Board of Directors.

The SARs Plan continues for a period of 10 years from August 15, 2005, unless earlier terminated. SARs vest at the rate of 20% per year, are non-transferable and contain anti-dilution provisions. Upon exercise, the Company will pay the holder of the SARs an amount in cash equal to the difference between the fair market value on the date of grant and the fair market value as of the date of exercise.

As of July 20, 2013, employees and directors held a total of 9,300 SARs with a base price of \$5.93 per share, and 12,000 SARs with a base price of \$6.93 per share, all of which are fully vested. Shares of common stock are not issued under the SARs Plan, but only serve as the measure for determining the amount to be paid by the Company.

Shares of common stock covered by the SARs Plan are registered under the Securities Act of 1933. The settlement of awards in cash resulted from an amendment to the SARs Plan on August 24, 2006, as permitted by its terms.

#### 2012 Omnibus Long-Term Incentive Plan

Our 2012 Plan was adopted by our Board of Directors on July 27, 2012, and ratified by our shareholders on October 5, 2012. It will expire on October 5, 2022, except with respect to awards then outstanding, and no further awards may be granted thereafter. The maximum number of shares of common stock that are available for awards under the 2012 Plan (subject to certain adjustments upon changes in capitalization of the Company) is 500,000 shares. Options, SARs, restricted shares and stock units may be granted under the 2012 Plan. Options may be either “incentive stock options,” as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the “Code”), or nonstatutory stock options. Awards may be granted under the 2012 Plan to any employee, any non-employee member of the Board of Directors, and any consultant who is a natural person and provides services to us or a subsidiary (except for incentive stock options which may be granted only to our employees). The Long-Term Incentive Plan Committee of the Board of Directors, in its discretion, selects the persons to whom awards may be granted, determines the type of awards, determines the times at which awards will be made, determines the number of shares subject to each such award, and determines the other terms and conditions relating to the awards.

The 2012 Plan provides that no participant may (i) be awarded options or SARs in any 12-month period to purchase more than 100,000 shares of common stock or (ii) earn restricted shares or stock unit awards that are intended to be performance-based compensation under Section 162(m) of the Code with respect to more than 50,000 restricted shares or 50,000 stock units for each 12 months in the vesting or performance period.

The 2012 Plan includes provisions permitting us to grant awards that will qualify as “performance-based compensation” under applicable federal tax rules, thus enhancing our ability to deduct compensation amounts paid to certain of our executive officers. To ensure our ability to deduct compensation amounts related to restricted shares and stock unit awards granted to certain executive officers, these tax rules will require among other things that we grant such awards subject to vesting only upon pre-specified performance conditions. The performance conditions that might be used for this purpose under the 2012 Plan are: earnings (before or after taxes); earnings per share; earnings before interest, taxes, depreciation and amortization; total stockholder return; stockholders’ equity or return on equity or average stockholders’ equity; return on assets, investments or capital employed; operating income; gross margin; operating margin; margin per dozen; net operating income (before or after taxes); income per dozen, return on operating revenue; specified levels or changes in sales or revenue; expense or cost reduction; working capital; economic value added; market share; cash flow; operating cash flow; cash flow per share; share price; debt reduction; customer satisfaction; contract awards or backlog; or, to the extent that an award is not intended to qualify as “performance-based compensation” under federal tax rules, other measures of performance as specified by the Long-Term Incentive Plan Committee. The performance goals also may be based solely by reference to our performance or the performance of one or more of our subsidiaries, divisions, business segments or business units, or based upon the relative performance of other companies or upon comparisons of any of the indicators of performance relative to other companies. To the extent consistent with the Code Section 162(m), the Long-Term Incentive Plan Committee may also exclude under the terms of the performance goals the impact of an event or occurrence which the Long-Term Incentive Plan Committee determines should appropriately be excluded, including (i) restructurings, discontinued operations, extraordinary items, and other unusual or non-recurring charges, (ii) an event either not directly related to our operations or not within the reasonable control of our management, or (iii) the cumulative effects of tax or accounting changes in accordance with U.S. generally accepted accounting principles.

Thus far, the LTIP Committee has only authorized time-vested restricted stock grants from the 2012 Plan. Such grants have been structured thus far to vest 100% on the third anniversary of the date of grant, conditioned upon continued employment of the grantee. The holders of such restricted stock grants will have the rights of a stockholder from the date of grant of their award, including the right to vote the shares of common stock and the right to receive cash dividends and share and property distributions on the shares.

As of July 20, 2013, employees and directors held a total of 63,000 restricted shares granted under the 2012 Plan. Such existing grants were made on January 15, 2013.

Shares of common stock subject to the 2012 Plan have been registered under the Securities Act of 1933.

## Benchmarking of Compensation

In January 2012 the Compensation Committee engaged the consulting firm of Mercer (US) Inc. (“Mercer”) to provide compensation analysis and consulting services regarding executive and director compensation. Part of this engagement involved benchmarking the Company’s executive pay against a peer group and published compensation surveys. The peer group consisted of 19 companies, 18 of which are publicly traded and one of which is privately held. The peer group was selected based on research by Mercer and input from management. The peer group consisted of the following companies based on size (as measured by revenues), industry focus and geographic location:

Alliance One International, Inc.  
B&G Foods, Inc.  
Calavo Growers, Inc.  
Diamond Foods, Inc.  
Farmer Brothers Co.  
Flowers Foods  
Green Mountain Coffee Roasters, Inc.  
Imperial Sugar Company  
John B. Sanfilippo & Son, Inc.  
Lancaster Colony Corporation  
Lance, Inc.  
MGP Ingredients, Inc.  
Michael Foods, Inc.  
Natures Sunshine Products, Inc.  
Sanderson Farms, Inc.  
Seneca Foods Corporation  
Synutra International, Inc.  
TreeHouse Foods, Inc.  
Universal Corporation

Mercer has been recently re-engaged to update its prior analysis including the above benchmarking but has not yet finalized such analysis.

## Compensation Consultants

In addition to the services described above, Mercer was also engaged to review annual and long-term incentive plan designs for competitiveness and alignment with peer companies, and to update management and the Board on executive compensation trends.

Mercer reported directly to Mr. Baker but also consulted with Mr. Dawson, Vice President and Chief Financial Officer of the Company, and Mr. Poole, an independent director and member of the Compensation Committee. No material changes were made to the 2012 fiscal year compensation of executives as a result of Mercer’s findings; however, the Compensation Committee did propose the adoption of the Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan based in large part on Mercer’s recommendations. During fiscal 2013, the LTIP Committee did base its grants of restricted stock to officers and directors on Mercer’s recommendations. The Company also took certain action with respect to director compensation based on Mercer’s findings, as more fully discussed in the “Director Compensation” section below.

As noted above, Mercer has been recently re-engaged to update its prior analyses but has not yet finalized such analyses.

Advisory Shareholder Vote on Executive Compensation

At the Annual Meeting of Shareholders held September 30, 2011, shareholders representing 99.44% of the voting power present and participating in the meeting adopted an advisory resolution approving the compensation paid to the Company's named executive officers. The Compensation Committee considered this an endorsement of its described policies and practices and therefore did not feel it necessary to reduce or materially alter named executive officers' compensation as it may have had the "say on pay" approval vote not passed.

At the same meeting the shareholders adopted an advisory resolution to hold an advisory vote on the compensation paid to the Company's named executive officers every three years. The Board has directed that such advisory votes be held every three years and the next such advisory vote is scheduled for the Company's 2014 Annual Meeting of Shareholders.

#### Compensation Committee Report

The Compensation Committee has reviewed and discussed the above Compensation Discussion and Analysis with management of the Company and based on the review and discussions the Compensation Committee has recommended to the Board of Directors that the above Compensation Discussion and Analysis be included in the Company's proxy statement on Schedule 14A.

Adolphus B. Baker, Compensation Committee — Chairman

Letitia C. Hughes, Compensation Committee Member

James E. Poole, Compensation Committee Member

Steve W. Sanders, Compensation Committee Member

#### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

At the beginning of fiscal 2013, the members of the Compensation Committee were Mr. Adams, who was then Chairman of the Company, Ms. Hughes, Mr. Poole and Mr. Sanders. Only Mr. Adams was an employee of the Company. In July 2012, Mr. Adams resigned from the Board of Directors and the Compensation Committee and his vacancy on the Compensation Committee was filled by Mr. Baker, Chairman of the Board, Chief Executive Officer and President of the Company.

## COMPENSATION TABLES

## SUMMARY COMPENSATION TABLE(1)

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)		All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)(2)	(h)		(i)(3)	(j)
					Individual Plans	2006 Plan		
Adolphus B. Baker, Chairman/President/CEO	2013	320,000	325,000	221,832	-0-	25,298	99,400	991,530
	2012	303,808	310,000	-0-	-0-	*	86,100	699,908
	2011	279,808	280,000	-0-	-0-	11,557	84,795	656,160
Fred R. Adams, Jr., Chairman Emeritus	2013	513,269	250,000	-0-	-0-	-0-	224,992	988,261
	2012	250,000	251,264	-0-	-0-	-0-	227,620	728,884
	2011	250,000	250,000	-0-	-0-	-0-	228,429	728,429
Timothy A. Dawson, VP/CFO/Treasurer/Secretary	2013	232,946	235,000	73,944	-0-	64,858	69,789	676,537
	2012	222,792	220,000	-0-	-0-	*	70,892	513,684
	2011	204,423	200,000	-0-	-0-	27,624	64,423	496,470
Jack B. Self, VP/Operations	2013	132,294	135,852	45,188	99,662	13,905	37,580	464,481
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Joe M. Wyatt, VP/Feedmill Division	2013	134,553	128,002	45,188	63,729	14,141	36,988	422,601
	2012	130,635	123,136	-0-	5,053	*	32,276	291,100
	2011	127,538	117,274	-0-	5,458	6,304	33,742	290,316
Bobby L. Scott, VP/Operations	2013	129,656	144,372	45,188	60,920	13,764	22,900	416,800
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

(1) Columns (f) and (g) have been omitted since the Company made no option awards and paid no non-equity incentive plan compensation to named executive officers in fiscal years 2013, 2012 or 2011.

(2) The amount listed represents the aggregate grant date fair value of time-vested restricted stock grants computed in accordance with Financial Accounting Standards Codification Topic 718 – Compensation – Stock Compensation (“FASB ASC Topic 718”).

(3) The detail on amounts in this column are set forth in the “All Other Compensation” table below.



\* The following named executive officers experienced the following reductions in value of their nonqualified deferred compensation in fiscal year 2012: Mr. Baker, (\$1,500); Mr. Dawson, (\$3,793); and Mr. Wyatt (\$884).

## ALL OTHER COMPENSATION TABLE

Name	Fiscal Year	Auto (\$)	Deferred Compensation Contributions (\$)	Country Club Dues (\$)	Life Insurance Premiums (\$)	Medical Reimbursements (\$)	KSOP/ESOP Contribution (\$)	Total (\$)
Adolphus B. Baker	2013	7,040	16,493	11,627	46,250	10,491	7,500	99,400
	2012	603	14,873	11,383	46,250	5,641	7,350	86,100
	2011	546	8,573	11,143	46,250	10,933	7,350	84,795
Fred R. Adams, Jr.	2013	1,300	-0-	6,047	201,507	8,638	7,500	224,992
	2012	4,900	-0-	5,803	201,507	8,060	7,350	227,620
	2011	6,250	-0-	5,819	201,507	7,503	7,350	228,429
Timothy A. Dawson	2013	10,200	40,788	6,007	1,613	3,681	7,500	69,789
	2012	10,300	39,600	5,773	1,613	6,256	7,350	70,892
	2011	8,075	34,740	5,533	1,613	7,112	7,350	64,423
Jack B. Self	2013	1,950	7,838	6,007	1,102	13,183	7,500	37,580
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Joe M. Wyatt	2013	-0-	7,972	6,007	730	14,779	7,500	36,988
	2012	4,979	7,740	5,533	730	5,944	7,350	32,276
	2011	4,980	7,588	5,533	730	7,561	7,350	33,742
Bobby L. Scott	2013	1,560	7,691	-0-	-0-	6,148	7,500	22,900
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

## GRANTS OF PLAN-BASED AWARDS(1)

Name	Grant Date	Approval Date	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$)
(a)	(b)		(i)(2)	(l)(3)
Adolphus B. Baker	01/15/13	12/14/12	5,400	221,832
Fred R. Adams, Jr.	-	-	-	-
Timothy A. Dawson	01/15/13	12/14/12	1,800	73,944
Jack B. Self	01/15/13	12/14/12	1,100	45,188
Joe M. Wyatt	01/15/13	12/14/12	1,100	45,188
Bobby L. Scott	01/15/13	12/14/12	1,100	45,188

(1) Columns (c) through (h) have been omitted since the Company made no non-equity incentive plan or equity incentive plan awards to named executive officers in fiscal year 2013. Columns (j) and (k) have been omitted since the Company made no option awards to named executive officers in fiscal year 2013.

(2) Amounts shown in this column represent restricted stock grants of Company stock made in fiscal 2013 which vest on the third anniversary of the date of grant, conditioned upon the grantee remaining employed by the Company. Vesting of such shares is accelerated upon a change of control of the Company or upon the death or disability of the grantee. If the grantee's employment is terminated due to retirement the Long-Term Incentive Plan Committee may provide for full or partial vesting of such shares.

(3) The grant date fair value of the restricted stock grants set forth in this column is based on the closing price of Company common stock as of the grant date, which was \$41.08.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number Of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number Of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
(a)	(b)(1)	(c)	(d)	(e)	(f)	(g)(2)	(h)	(i)	(j)
Adolphus B. Baker	7,000	-0-	-0-	5.93	08/07/15	5,400	241,596	-0-	-0-
Fred R. Adams, Jr.	-0-	-0-	-0-	N/A	N/A	-0-	-0-	-0-	-0-
Timothy A. Dawson	6,000	-0-	-0-	5.93	08/07/15	1,800	80,532	-0-	-0-
Jack B. Self	-0-	-0-	-0-	N/A	N/A	1,100	49,214	-0-	-0-
Joe M. Wyatt	-0-	-0-	-0-	N/A	N/A	1,100	49,214	-0-	-0-
Bobby L. Scott	-0-	-0-	-0-	N/A	N/A	1,100	49,214	-0-	-0-

(1) The vesting schedule applicable to these outstanding option awards is described above under “Compensation Plans – 2005 Incentive Stock Option Plan.”

(2) The vesting schedule applicable to these outstanding restricted stock grants is described in footnote (2) to the “Grants of Plan-Based Awards” Table on page 22. The balance shown will vest 100% on January 15, 2016.

## OPTION EXERCISES AND STOCK VESTED

No named executive officer exercised any options or had restricted shares vest during fiscal 2013.

## NONQUALIFIED DEFERRED COMPENSATION – UNDER INDIVIDUAL PLANS

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
(a)	(b)	(c)	(d)(1)	(e)	(f)(2)
Adolphus B. Baker	N/A	N/A	N/A	N/A	N/A
Fred R. Adams, Jr.	N/A	N/A	N/A	N/A	N/A
Timothy A. Dawson	N/A	N/A	N/A	N/A	N/A
Jack B. Self	-0-	-0-	99,662	-0-	322,328
Joe M. Wyatt	-0-	-0-	63,729	-0-	253,019
Bobby L. Scott	-0-	-0-	60,920	-0-	246,479

(1) The entire amount reported in this column (d) for each named executive officer is included within the amount reported as 2013 change in pension value and nonqualified deferred compensation earnings in column (h) of the Summary Compensation Table under the heading “Individual Plans.”

(2) Amounts reported in this column (f) for each named executive officer include amounts previously reported in the Company’s Summary Compensation Table in previous years when earned if that officer’s compensation was required to be disclosed in a previous year. Amounts previously reported in such years include previously accrued benefits. This total reflects the cumulative present value of each named executive officer’s accrued benefits.

For additional detail regarding these arrangements, see “Compensation Discussion and Analysis – General Matters Regarding Compensation – Deferred Compensation Arrangements.”



## NONQUALIFIED DEFERRED COMPENSATION – UNDER 2006 PLAN

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
(a)	(b)	(c)(1)	(d)(2)	(e)	(f)(3)
Adolphus B. Baker	-0-	16,493	25,298	-0-	117,323
Fred R. Adams, Jr.	N/A	N/A	N/A	N/A	N/A
Timothy A. Dawson	-0-	40,788	64,858	-0-	299,978
Jack B. Self	-0-	7,838	13,905	-0-	63,821
Joe M. Wyatt	-0-	7,972	14,141	-0-	64,907
Bobby L. Scott	-0-	7,691	13,764	-0-	63,135

(1) The entire amount reported in this column (c) for each named executive officer is included within the amount reported as 2013 other compensation in column (i) of the Summary Compensation Table.

(2) The entire amount reported in this column (d) for each named executive officer is included within the amount reported as 2013 change in pension value and nonqualified deferred compensation earnings in column (h) of the Summary Compensation Table under the heading “2006 Plan.”

(3) Amounts reported in this column (f) for each named executive officer include amounts previously reported in the Company’s Summary Compensation Table in previous years when earned if that officer’s compensation was required to be disclosed in a previous year. Amounts previously reported in such years include previously earned, but deferred, contributions. This total reflects the cumulative value of each named executive officer’s contributions and investment experience.

For additional detail regarding these arrangements, see “Compensation Discussion and Analysis – General Matters Regarding Compensation – Deferred Compensation Arrangements.”

## PENSION BENEFITS

No named executive officer participates in any pension plan.



POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

As described in the Compensation Discussion and Analysis, the Company generally does not enter into agreements with named executive officers that provide for severance or change in control payments. Accordingly, restricted stock awards (“RSAs”) are the only form of compensation reflected in the table below, the treatment of which on termination or change in control is detailed in the footnotes to the table.

The following information does not quantify payments under plans that are generally available to all salaried employees, similarly situated to the named executive officers in age, years of service, date of hire, etc., and that do not discriminate in scope, terms or operation in favor of executive officers.

Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event, the Company's stock price and the executive's age.

For the named executive officers, the benefits that would become payable upon termination of employment, retirement, death, disability or change in control as of the end of the Company's fiscal year ended June 1, 2013, are outlined below, based on the Company's closing stock price of \$44.74 on May 31, 2013, the last business day of such fiscal year.

Name	Form of Compensation	Voluntary Termination By Company or Employee(1) (\$)	Retirement(2) (\$)	Death or Disability(3) (\$)	Change in Control(4) (\$)
Adolphus B. Baker	RSAs	-0-	241,596	241,596	241,596
Fred R. Adams, Jr.	-	-	-	-	-
Timothy A. Dawson	RSAs	-0-	80,532	80,532	80,532
Jack B. Self	RSAs	-0-	49,214	49,214	49,214
Joe M. Wyatt	RSAs	-0-	49,214	49,214	49,214
Bobby L. Scott	RSAs	-0-	49,214	49,214	49,214

(1) Upon termination by the Company or the employee (other than termination due to a retirement, death or disability), the named executive officers' RSA agreements provide for forfeiture of all unvested RSAs.

(2) Upon retirement, the LTIP Committee in its sole discretion may provide that RSAs will vest partially or in full as of the effective date of the grantee's termination due to retirement. The amounts set forth in the column assume all such RSAs are fully vested.

(3) Upon disability or death of a grantee, all RSAs vest as of the date of such disability or death and all restrictions lapse.

(4) Upon a change in control, all RSAs are vested immediately prior to the completion of the change in control and all restrictions lapse.

## DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)(1)	(d)(2)	(e)	(f)	(g)	(h)
Letitia C. Hughes	37,250	45,188	-0-	-0-	-0-	-0-	82,438
James E. Poole	37,250	45,188	-0-	-0-	-0-	-0-	82,438
Steve W. Sanders	37,250	65,728	-0-	-0-	-0-	-0-	102,978

(1) The grant date fair value of the restricted stock grants set forth in this column is based on the closing price of Company common stock as of the grant date, which was \$41.08. At the end of fiscal 2013, the directors listed in this table had the following unvested restricted stock awards: Ms. Hughes – 1,100 shares; Mr. Poole – 1,100 shares; and Mr. Sanders – 1,600 shares; and had the following outstanding SAR awards: Ms. Hughes, -0-, Mr. Poole, 2,500 and Mr. Sanders, -0-. During fiscal 2013, Mr. Poole recognized \$131,853 in gain from the exercise of SAR awards.

(2) At the end of the last fiscal year, the directors listed in this table had no outstanding stock option awards.

## Director Compensation

The Company's non-employee directors are each entitled to receive \$35,000 annually as compensation for their services as a director. This fee is paid in quarterly installments, in advance. In fiscal 2013, each non-employee director received \$26,250 of base fees and one \$1,000 per special meeting fee for their services as a director. In addition, in fiscal 2013 the Board authorized paying each non-employee director a bonus fee of \$10,000 for their service as a director during fiscal 2012. For fiscal 2013, the Board increased non-employee directors' fees from the prior year's level based in large part on Mercer's findings and recommendations. Non-employee directors no longer receive additional compensation for attending special meetings. Employee directors receive no additional compensation for their services as directors of the Company. As set forth in the discussion of our Stock Appreciation Rights Plan above, as of June 1, 2013, Mr. Poole held 2,500 SARs. Mr. Poole, Mr. Sanders and Ms. Hughes are independent directors. During fiscal 2013, our independent directors received the following grants of restricted shares of common stock from the Company's 2012 Omnibus Long-Term Incentive Plan: Ms. Hughes – 1,100 shares, Mr. Poole – 1,100 shares, and Mr. Sanders – 1,600 shares. Such restricted grants vest 100% on the third anniversary of the date of grant. Mr. Sanders was awarded a larger grant than the other two non-employee directors since they participated in prior awards under an earlier equity plan which was not available when Mr. Sanders became a director.



RATIFICATION OF APPOINTMENT OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM

ITEM NO. 2 ON PROXY CARD

The Audit Committee selected the firm of Frost, PLLC of Little Rock, Arkansas, to serve as independent registered public accounting firm for fiscal year 2014 and the Board of Directors recommends a vote FOR ratification of such appointment. There have been no controversies, disputes or differences of opinion with Frost, PLLC.

Frost, PLLC has extensive experience in serving the poultry and egg industries, and the Audit Committee felt they would be particularly responsive to our needs.

Representatives of Frost, PLLC will attend the annual meeting and will be available to respond to questions and make any statement they desire.

The Board unanimously recommends a vote “FOR” the ratification of the appointment of Frost, PLLC as independent registered public accounting firm of the Company.

Fees

Fees paid to Frost, PLLC:

Fee	FISCAL 2013		FISCAL 2012	
	Amount	% of Total	Amount	% of Total
Audit Fees	\$ 232,692	100	\$ 219,206	92
Audit Related Fees	-0-	-0-	\$ 19,328	8
Tax Fees	-0-	-0-	-0-	-0-
All Other Fees	-0-	-0-	-0-	-0-

All audit and any material non-audit services provided by the Company’s independent registered public accounting firm require pre-approval by the Audit Committee or its designee. 100% of the services for the fiscal years 2013 and 2012 were pre-approved by the Audit Committee.

Audit fees include fees associated with the annual audit of the Company’s financial statements and the review of the financial statements included in the Company’s quarterly reports on Form 10-Q. Audit-related fees principally include employee benefit plan audits in the fiscal year ended June 2, 2012.

SHAREHOLDER PROPOSALS

Shareholder proposals for the 2014 Annual Meeting must be received in writing by the Company no later than May 9, 2014, to be considered for inclusion in the Company’s proxy materials for the 2014 Annual Meeting, if needed. Shareholder proposals should be addressed to Cal-Maine Foods, Inc., Post Office Box 2960, Jackson, Mississippi

39207, Attention: Secretary. In order to prevent controversy about the date of receipt of a proposal, the Company strongly recommends that any shareholder wishing to present a proposal submit the proposal by certified mail, return receipt requested.

#### OTHER MATTERS

The Board of Directors is not aware of any other matters which may come before the meeting. However, if any other matters are properly brought before the meeting, the proxies named in the enclosed proxy will vote in accordance with their best judgment on such matters.

Holders of common stock are urged to complete, sign and date the accompanying proxy card and return it in the enclosed envelope. No postage is necessary if the proxy card is mailed in the United States.

INCORPORATION BY REFERENCE

The accompanying Annual Report on Form 10-K contains the audited consolidated balance sheets of the Company at June 1, 2013, and June 2, 2012, and related consolidated statements of income, stockholder equity, and cash flows for fiscal years ended June 1, 2013, June 2, 2012 and May 28, 2011. Such financial statements are incorporated herein by reference.

By order of the Board of Directors,

Timothy A. Dawson Secretary  
Jackson, Mississippi  
August 30, 2013

APPENDIX A

REVISED CHARTER OF THE AUDIT COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
CAL-MAINE FOODS, INC. AS OF JULY, 2010

Purpose

The purpose of the Audit Committee (“the Committee”) of the Board of Directors of Cal-Maine Foods, Inc. (“the Company”) is to assist the Board in carrying out its oversight responsibilities with respect to the Company’s financial reports and compliance obligations, annual independent audit of its financial statements and its internal financial and accounting controls.

Membership

The Committee will consist of not less than three independent members of the Board of Directors. Each Member of the Committee will meet the requirements of the Audit Committee Policy of NASDAQ and, accordingly, (i) will not be an officer or employee of the Company or its subsidiaries and will not have a relationship which, in the Board’s opinion, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and (ii) will be financially literate, or be able to become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee will have accounting or related financial management expertise.

Responsibilities

The Committee’s oversight responsibilities will include the following:

1. The Committee, subject to any action that may be taken by the full Board of Directors, will have the ultimate authority and responsibility to select (or nominate for shareholder approval), evaluate and, where appropriate, replace the independent auditor. The Committee shall determine the compensation of the independent auditor, determine whether or not the independent auditor shall be retained and shall generally oversee the independent auditor in the performance of its duties and the relationship of such auditor with the Company and management of the Company.
2. The Committee, subject to any action that may be taken by the full Board of Directors, will have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the internal auditor. The Committee shall determine the compensation of the internal auditor, determine whether or not the internal auditor shall be retained and shall generally oversee the internal auditor in the performance of its duties and the relationship of such auditor with the Company and management of the Company.
3. The Committee will review, with management and the auditor, the audited financial statements to be included in the Company’s Annual Report on Form 10--K and review and consider with the auditor the matters required to be discussed by Statement of Auditing Standards No. 61 [Codification of Statements on Auditing Standards, AU Section 380, (“AU 380”)] as in effect at that time.



4. Either the whole Committee or the Chairperson of the Committee will review with management and the auditor the Company's quarterly financial statements to be included in the Company's Quarterly Reports on Form 10-Q and review with the auditor the matters required to be discussed by AU 380 as in effect at that time.

5. The Committee will (i) review the annual written report from the auditor discussing all relationships between the auditor and the Company in accordance with Independence Standards Board Standard No. 1, superseded by Rule 3526 of the Public Company Accounting Oversight Board, Communications with Audit Committees Concerning Independence (“Rule 3526”) as in effect at that time; (ii) discuss with the auditor any such disclosed relationships and their impact on the auditor’s independence; and (iii) recommend that the Board of Directors take appropriate action in response to the auditor’s report to satisfy itself of the auditor’s independence.
6. The Committee will review the comments from the auditor in the auditor’s annual report to management and the Board relating to the Company’s accounting procedures and systems of internal controls.
7. The Committee will review with management and the auditor compliance with laws, regulations and internal procedures and contingent liabilities and risks that may be material to the Company.
8. The Committee will prepare a report each year for inclusion in the Company’s annual proxy statement stating whether (i) the Committee reviewed and discussed the audited financial statements with management, (ii) the Committee discussed with the auditor the matters required to be discussed by AU 380, (iii) the Committee received the written disclosures from the auditor required by Rule 3526, and (iv) the Committee recommended to the Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K.
9. The Committee shall adopt and maintain on a current basis a policy to encourage and facilitate free and open communication by employees of the Company with the Committee. The existence and content of such policy shall be communicated to the employees of the Company upon adoption and not less than annually thereafter.
10. The Committee shall have the authority, at the expense of the Company, to engage independent counsel and other advisors as it deems necessary to carry out its duties.
11. The Committee shall, at all times, perform its duties in compliance with the Sarbanes-Oxley Act. In any circumstance where the provisions of this Charter are in conflict with the dictates of the Sarbanes-Oxley Act or the listing and governance requirements established by NASDAQ, Sarbanes-Oxley and/or NASDAQ requirements shall control.
12. The Committee shall take such steps as necessary for the Company to provide appropriate funding, as determined by the Committee, for the payment of:
  - (a) Compensation to any registered public accounting firm engaged to prepare or issue an audit report or perform other audit, review or attestation services for the Company;
  - (b) Compensation for any advisors employed by the Committee; and
  - (c) Ordinary administrative duties of the Committee that are necessary or appropriate in carrying out its functions.

The Committee will review the adequacy of this Charter on an annual basis.







