

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

**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **August 9, 2023**

**SENECA FOODS CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

**New York**  
(State or Other Jurisdiction of  
Incorporation)

**0-01989**  
(Commission File Number)

**16-0733425**  
(IRS Employer Identification No.)

**350 WillowBrook Office Park, Fairport, NY 14450**  
(Address of principal executive offices, including zip code)

**(585) 495-4100**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	Name of Each Exchange on <u>Which Registered</u>
<b>Common Stock Class A, \$0.25 Par</b>	<b>SENEA</b>	<b>NASDAQ Global Select Market</b>
<b>Common Stock Class B, \$0.25 Par</b>	<b>SENEB</b>	<b>NASDAQ Global Select Market</b>

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On August 9, 2023, Seneca Foods Corporation (the “Company”) held its 2023 Annual Meeting of Shareholders (“Annual Meeting”). As of the record date established in connection with the Annual Meeting, the following shares of voting stock were issued and outstanding:

<b>Voting Stock</b>	<b>Shares Outstanding</b>	<b>Votes/Share</b>
Class A Common Stock	5,884,855	0.05:1
Class B Common Stock	1,708,781	1:1
10% Cumulative Convertible Voting Preferred Stock - Series A	407,240	1:1
10% Cumulative Convertible Voting Preferred Stock - Series B	400,000	1:1
6% Cumulative Voting Preferred Stock*	200,000	1:1

\*Votes on 6% Cumulative Preferred Stock can only be cast with respect to the elections of directors

The proposals voted upon at the Annual Meeting and the results are set forth below.

*Proposal 1: Election of Directors*

At the Annual Meeting, Peter R. Call, Kraig H. Kayser and Bruce E. Ware were elected directors of the Company. Mr. Call, Mr. Kayser, and Mr. Ware will each serve until the 2026 Annual Meeting of Shareholders and until each of their successors is duly elected and shall qualify.

<b>Nominee</b>	<b>For</b>	<b>Withold Authority</b>
Peter R. Call	2,255,407	284,140
Kraig H. Kayser	2,507,741	31,806
Bruce E. Ware	2,314,669	224,878

*Proposal 2: Non-binding advisory vote to approve executive compensation*

<b>For</b>	<b>Against</b>	<b>Abstain</b>
2,323,797	9,680	6,071

*Proposal 3: Non-binding advisory vote on the frequency of future advisory votes to approve executive compensation*

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>
504,739	49,706	1,717,081	41,416

A majority of the votes cast were in favor of holding a non-binding, advisory vote to approve executive compensation every three years. Based on this result, and as recommended by the Company's Board of Directors, the Company has determined that an advisory vote on executive compensation will be submitted to stockholders every three years until (a) the next required advisory vote on the frequency of stockholder votes on executive compensation or (b) the Board of Directors otherwise determines that a different frequency of such say-on-pay votes is in the best interests of the Company.

**Item 7.01 Regulation FD Disclosure**

As of August 9, 2023, the Company's Board of Directors approved an amendment to the Company's stock repurchase program, which increased the maximum number of shares to be repurchased under the program up to 2,500,000 shares of the Company's Class A and/or Class B Common Stock, including the shares of convertible participating preferred stock. As of August 9, 2023, 1,050,661 shares may yet to be purchased under the program.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 104 Cover Page Interactive Data File (embedded within Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 14, 2023

SENECA FOODS CORPORATION

By: /s/ Michael S. Wolcott  
Michael S. Wolcott  
Chief Financial Officer