

**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): December 5, 2023

**Rave Restaurant Group, Inc.**

(Exact name of registrant as specified in its charter)

**Missouri**  
(State or other jurisdiction of incorporation)

**0-12919**  
(Commission File Number)

**45-3189287**  
(IRS Employer Identification No.)

**3551 Plano Parkway, The Colony, Texas**  
(Address of principal executive offices)

**75056**  
(Zip Code)

Registrant's telephone number, including area code: **(469) 384-5000**

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

**Title of each class**  
Common Stock, \$0.01 par value

**Trading Symbol(s)**  
RAVE

**Name of each exchange on which registered**  
Nasdaq Capital Market

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.

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## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SHAREHOLDERS

An Annual Meeting of Shareholders of Rave Restaurant Group, Inc. (the “*Company*”) was held on December 5, 2023. Of the 14,154,453 shares of common stock of the Company entitled to vote at the meeting, 9,130,638 shares were represented at the Annual Meeting in person or by proxy.

### **Proposal One – Election of Directors**

At the Annual Meeting, the following individuals were elected to serve as directors of the Company and received the number of votes set forth opposite their respective names:

Director	Votes For	Votes Withheld
Clinton J. Coleman	6,381,993	147,424
William C. Hammett, Jr.	6,348,564	180,853
Robert B. Page	6,356,343	173,074
Mark E. Schwarz	5,577,627	951,790

### **Proposal Two - Ratification of Selection of Independent Accountants**

Shareholders also ratified the selection of Whitley Penn LLP (“*Whitley Penn*”) as the independent registered public accounting firm of the Company for fiscal 2024. At the Annual Meeting, 8,441,652 shares were voted in favor of ratifying the selection of Whitley Penn; 665,698 shares were voted against ratifying the selection of Whitley Penn; and 23,288 shares abstained from voting on ratifying the selection of Whitley Penn.

### **Proposal Three - Advisory Vote on Resolution to Approve Executive Compensation**

The Board of Directors submitted to the shareholders for a non-binding, advisory vote the following resolution (the “Say-On- Pay Resolution”):

“RESOLVED, that the shareholders hereby approve the compensation paid to the Company’s named executive officers as disclosed pursuant to Item 402 of Regulation S-K under the heading ‘EXECUTIVE COMPENSATION’ in the Company’s Proxy Statement dated October 19, 2023, including the compensation tables and narrative discussion.”

At the Annual Meeting, 6,145,538 shares were voted in favor of the Say-On-Pay Resolution; 267,918 shares were voted against the Say-On-Pay Resolution; 115,961 shares abstained from voting on the Say-On-Pay Resolution.

### **Proposal No. 4 – Advisory Vote on Say-On-Frequency Proposal**

The Board of Directors submitted to the shareholders for a non-binding, advisory vote the following Say-On-Frequency Proposal:

“RESOLVED, that the frequency with which the Company shall submit to its shareholders for an advisory vote a resolution approving the compensation of its named executive officers shall be either (select one): (i) every year; (ii) every two years; or (iii) every three years.”

With respect to the Say-On-Frequency Proposal, 1,311,329 shares were voted in favor of “Every Year;” 106,954 shares were voted in favor of “Every Two Years;” 5,091,516 shares were voted in favor of “Every Three Years”.

On Proposals 1, 3, and 4, there were respectively the following broker non-votes: 2,601,221 shares; 2,601,221 shares; and 2,614,254 shares.

No other matters were voted upon at the Annual Meeting.

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.

RAVE RESTAURANT GROUP, INC.

Date: December 8, 2023

By: /s/ BRANDON L. SOLANO

Brandon Solano  
(principal executive officer)