CASEYS GENERAL STORES INC
Form DEF 14A
August 07, 2015
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SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
Filed by the Registrant x
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))
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to Section 240.14a-12

CASEY'S GENERAL STORES, INC.

(Name of Registrant as Specified In Its Charter)

[Not Applicable]

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.
¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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[Not Applicable]

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August 7, 2015

To Our Shareholders:

I am pleased to invite you to attend the annual meeting of shareholders of Casey’s General Stores, Inc. (“Casey’s”) to be held at 9:00 a.m., Central Time, on September 18, 2015, at Casey’s Corporate Headquarters, One Convenience Blvd., Ankeny, Iowa (the “Annual Meeting”).

The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the matters to be considered and voted upon at the Annual Meeting. At the Annual Meeting, we also will report on our results this past year and our first quarter results for the fiscal year ending April 30, 2016, and you will have an opportunity to ask questions.

We hope all of our shareholders will be able to attend the Annual Meeting. It is important that you be represented, whether or not you plan to attend the Annual Meeting personally. Please promptly complete, sign, date and return the enclosed proxy card in the postage-paid envelope provided to ensure that your vote will be received and counted. Alternatively, you may vote your proxy card by telephone or through the Internet as described in more detail in the section of the accompanying Proxy Statement entitled “About the Annual Meeting—How to Vote; Submitting Your Proxy; Revoking Your Proxy.”

On behalf of the Board of Directors and Casey’s management, thank you for your support, and we look forward to seeing you at the meeting.

Sincerely,

Robert J. Myers

Chairman and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

September 18, 2015

To the Shareholders of Casey's General Stores, Inc.:

The annual meeting of the shareholders of Casey's General Stores, Inc., an Iowa corporation ("Casey's"), will be held at Casey's Corporate Headquarters, One Convenience Blvd., Ankeny, Iowa, on September 18, 2015, at 9:00 a.m., Central Time (the "Annual Meeting"), for the following purposes:

1 To elect three Class II directors for terms expiring in 2018;

2 To ratify the appointment of KPMG LLP as Casey's independent auditor for the fiscal year ending April 30, 2016;

3 To hold an advisory vote on our named executive officer compensation; and

4 To transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof.

The above matters are described in the Proxy Statement accompanying this Notice. You are urged to read the Proxy Statement carefully, and to vote by using one of the following methods, whether or not you plan to attend the Annual Meeting: (a) vote by telephone, (b) vote via the Internet or (c) complete, sign, date and return your proxy card in the postage-paid envelope provided. Voting instructions are described in more detail in the section of the accompanying Proxy Statement entitled "About the Annual Meeting—How to Vote; Submitting Your Proxy; Revoking Your Proxy." Only shareholders of record of Casey's Common Stock at the close of business on July 27, 2015 are entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors,

Brian J. Johnson
Vice President—Finance and Corporate Secretary
August 7, 2015

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on September 18, 2015

The Proxy Statement and Annual Report to shareholders are available at www.envisionreports.com/casy

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ABOUT THE ANNUAL MEETING

General

The annual meeting of shareholders of Casey's General Stores, Inc. ("Casey's", the "Company", "we", "our" or "us") will be h at 9:00 a.m., Central Time, on September 18, 2015, at Casey's Corporate Headquarters, One Convenience Blvd., Ankeny, Iowa (the "Annual Meeting"). The mailing address of the Company's principal executive offices is P.O. Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045. This Proxy Statement and the accompanying proxy card are first being given or mailed on or about August 7, 2015 to each holder of record of common stock, no par value per share ("Common Stock"), of Casey's at the close of business on July 27, 2015 (the "Record Date"). On the Record Date, there were 38,988,015 shares of Common Stock outstanding. Each share of Common Stock will be entitled to one vote on all matters.

Casey's Board of Directors (the "Board of Directors" or "Board"), through this Proxy Statement and the accompanying proxy card, is soliciting your vote on matters being submitted for shareholder approval at the Annual Meeting and any adjournments or postponements thereof. At the Annual Meeting, shareholders will vote on the election of three directors, the ratification of KPMG LLP as Casey's independent auditor for 2016, an advisory vote on our named executive officer compensation, and such other business as may properly come before the Annual Meeting.

The Board of Directors is not aware at this date of any matter proposed to be presented at the Annual Meeting other than those described in this Proxy Statement. The persons named on the accompanying proxy card will have discretionary authority to vote on any other matter that is properly presented at the meeting, according to their best judgment.

Securities Entitled to Vote

The only securities eligible to be voted at the Annual Meeting are shares of Common Stock. Only holders of Common Stock at the close of business on the Record Date (July 27, 2015) are entitled to vote. Each share of Common Stock represents one vote, and all shares vote together as a single class. There were 38,988,015 shares of Common Stock issued and outstanding on the Record Date.

Quorum; Vote Required

The presence in person or by proxy of shareholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum. Shareholders are entitled to one vote per share. Shares of Common Stock held by shareholders abstaining from voting but otherwise present at the meeting in person or by proxy ("abstentions") and votes withheld are included in determining whether a quorum is present. Broker shares that are not voted on a particular proposal because the broker does not have discretionary voting power for that proposal and has not received voting instructions from the beneficial owner ("broker non-votes") are included in determining whether a quorum is present.

In the election for directors, every shareholder has the right to vote each share of Common Stock owned by such shareholder on the Record Date for as many persons as there are directors to be elected. Cumulative voting is not permitted. To be elected under Iowa corporate law, a director-nominee must receive a plurality of the votes cast at the meeting; however, our Corporate Governance Guidelines (described on p. 8 of this Proxy Statement) provide that in an uncontested election, any director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") is expected to tender his or her resignation as a director. All of the current Directors have tendered irrevocable resignations to the Company that will be effective upon the director receiving a Majority Withheld Vote and Board acceptance of such resignation. Only votes cast FOR a nominee or WITHHELD from voting will be counted. Abstentions and broker non-votes will not be counted as votes cast for such purpose and therefore will have no effect on the results of the election. Further information about our majority voting policy is included on pages 8 and 9 under the heading "Governance of the Company—Key Corporate Governance Principles—Majority Voting."

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To be approved, the proposal to ratify the selection of the independent auditors must receive a majority of the votes cast at the Annual Meeting. Abstentions will not be counted as votes cast for such purposes and therefore will have no effect on the results of the vote.

To be approved, the advisory non-binding resolution on our named executive officer compensation must receive a majority of the votes cast at the Annual Meeting. Abstentions and broker non-votes will not be counted as votes cast for such purposes and therefore will have no effect on the results of the vote.

How To Vote; Submitting Your Proxy; Revoking Your Proxy

Your vote is very important to the Company. Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares today.

You may vote your shares either by voting in person at the Annual Meeting or by submitting a completed proxy. By submitting a proxy, you are legally authorizing another person to vote your shares. The enclosed proxy card designates Robert J. Myers and William C. Kimball to vote your shares in accordance with the voting instructions you indicate on your proxy card.

If you submit your executed proxy card designating Messrs. Myers and Kimball as the individuals authorized to vote your shares, but you do not indicate how your shares are to be voted, then your shares will be voted by those individuals in accordance with the Board of Directors' recommendations, which are described in this Proxy Statement. In addition, if any other matters are properly brought up at the Annual Meeting (other than the proposals contained in this Proxy Statement), then each of these individuals will have the authority to vote your shares on those matters in accordance with his discretion and judgment. The Board of Directors currently does not know of any matters to be raised at the Annual Meeting other than the proposals contained in this Proxy Statement.

We urge you to vote by doing one of the following:

- Vote by Mail: You can vote your shares by mail by completing, signing, dating and returning your proxy card in the postage-paid envelope provided. In order for your proxy to be validly submitted and for your shares to be voted in accordance with your instructions, please mail your proxy card in sufficient time for it to be received by the morning of September 18, 2015.
- Vote by Telephone: You can also vote your shares by calling the number (toll-free) indicated on your proxy card at any time on a touch-tone telephone and following the recorded instructions. If you submit your proxy by telephone, then you may submit your voting instructions up until 11:59 p.m., Eastern Time, on September 17, 2015. If you are a beneficial owner, or you hold your shares in "street name" as described below, please contact your bank, broker or other holder of record to determine whether you will be able to vote by telephone.
- Vote by Internet: You can vote your shares via the Internet by going to the Web site address for Internet voting indicated on your proxy card and following the steps outlined on the secure Web site. If you submit your proxy via the Internet, then you may submit your voting instructions up until 11:59 p.m., Eastern Time, on September 17, 2015. If you are a beneficial owner, or you hold your shares in "street name" as described below, please contact your bank, broker or other holder of record to determine whether you will be able to vote via the Internet.

If you hold shares through the Company's 401(k) Plan (the "401K Plan"), such shares are not registered in your name, and your name will not appear in the Company's register of shareholders. Instead, your shares are registered in the name of a trust, which is administered by Principal Trust Company (the "Trustee"). Only the Trustee will be able to vote your shares (even if you personally attend the meeting). You can direct the voting of the shares allocated to your accounts on the Internet, by telephone or by returning the proxy card in the envelope provided, but cannot direct the voting of your 401K Plan shares in

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person at the meeting. If voting instructions for shares in the 401K Plan are not returned, those shares will be voted by the Trustee in the same proportion as the shares for which voting instructions are returned by the other participants in the 401K Plan. To allow sufficient time for the Trustee to tabulate the vote of the 401K Plan shares, participant instructions must be received before 11:59 p.m., Eastern Time, on September 16, 2015.

If you have previously submitted a proxy card, you may change any vote you may have cast by following the instructions on the proxy card to vote by telephone or via the Internet, or by completing, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided, or by attending the Annual Meeting and voting your shares in person. If your shares are registered in the "street name" of a bank, broker or other holder of record, please contact the applicable bank, broker or record holder for instructions on how to change or revoke your vote.

Your proxy is revocable. If you are a shareholder of record, after you have submitted your proxy card, you may revoke it by mail before the Annual Meeting by sending a written notice to Brian J. Johnson, Vice President—Finance and Corporate Secretary, Casey's General Stores, Inc., P.O. Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045. If you wish to revoke your submitted proxy card and submit new voting instructions by mail, then you must sign, date and mail a new proxy card with your new voting instructions. Please mail any new proxy card in sufficient time for it to be received by the morning of September 18, 2015. If you are a shareholder of record and you voted your proxy card by telephone or via the Internet, you may revoke your submitted proxy and/or submit new voting instructions by that same method, which must be received by 11:59 p.m., Eastern Time, on September 17, 2015. You also may revoke your proxy card by attending the Annual Meeting and voting your shares in person. Attending the Annual Meeting without taking one of the actions above will not revoke your proxy. If you are a beneficial owner, or you hold your shares in "street name" as described below, please contact your bank, broker or other holder of record for instructions on how to change or revoke your vote.

Your vote is very important to the Company. If you do not plan to attend the Annual Meeting, we encourage you to read this Proxy Statement and submit your completed proxy card prior to the Annual Meeting in accordance with the above instructions so that your shares will be represented and voted in accordance with your instructions. Even if you plan to attend the Annual Meeting in person, we recommend that you vote your shares in advance as described above so that your vote will be counted if you later decide not to attend the Annual Meeting.

If your shares are not registered in your name but in the "street name" of a bank, broker or other holder of record (a "Nominee"), then your name will not appear in the Company's register of shareholders. Your Nominee, as the record holder of your shares, is required to vote those shares in accordance with your instructions. If you do not give instructions to your Nominee, your Nominee will be entitled to vote the shares with respect to "discretionary" items but will not be permitted to vote the shares with respect to "non-discretionary" items (those shares are treated as broker non-votes). The election of directors will be a "non-discretionary" item for any Nominee holding shares on your behalf. In addition, the advisory vote on our named executive officer compensation will be a "non-discretionary" item. As a result, if your shares are held in "street name" and you do not provide instructions as to how your shares are to be voted, your Nominee will not be able to vote your shares in the election of directors or on the advisory proposal. Note that even if you attend the Annual Meeting, you cannot vote the shares that are held by your Nominee unless you have a proxy from your Nominee. If you do not provide instructions to your Nominee and your Nominee does not vote your shares on your behalf with respect to the ratification of the selection of the independent auditors (which is a "discretionary" item), your shares will not be counted in determining whether a quorum is present for the Annual Meeting. If your Nominee exercises its "discretionary" authority to vote your shares on the ratification of the selection of the independent auditors, your shares will be counted in determining whether a quorum is present for all matters presented at the Annual Meeting. We urge you to provide instructions to your Nominee so that your votes may be counted on these important matters. Please contact your Nominee for the deadlines for submission of your vote. Your proxy is revocable. Please contact your Nominee for instructions on how to change or revoke your vote.

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting

Information on how to obtain directions for attendance at the Annual Meeting and to vote in person are available by contacting Brian J. Johnson, Vice President—Finance and Corporate Secretary, at (515) 965-6587, or by writing to us at:

Casey’s General Stores, Inc.
Corporate Secretary
P.O. Box 3001
One Convenience Blvd.
Ankeny, Iowa 50021-8045

The Company makes available, free of charge on its Web site, this Proxy Statement, the Annual Report to Shareholders, Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as soon as reasonably practicable after these documents are electronically filed with, or furnished to, the SEC. These documents are posted on the Company's website at www.caseys.com, and are available under the “Casey’s Corporate” heading at the bottom of the home page.

PROPOSAL 1

ELECTION OF DIRECTORS

Introduction

The Board of Directors currently consists of nine persons. Under the Restated and Amended Articles of Incorporation, as amended (the “Restated Articles”), the Board of Directors may consist of up to nine persons, and individuals may be elected by the Board to fill any vacancies or to occupy any new directorships. The person filling such vacancy or newly-created directorship would serve out the remainder of the term of the vacated directorship or, in the case of a new directorship, the term designated for the particular director.

In accordance with amendments to the Iowa Business Corporation Act (the “Act”) enacted in 2011, the Restated Articles were amended by the Board of Directors on May 19, 2011 to implement the staggering of the terms of directors required by new Section 490.806A, subsection 1, of the Act. Three classes of directors were established, referred to as “Class I directors”, “Class II directors”, and “Class III directors.” By separate action of the Board required under the Act, two members of the then-current Board (Mr. Myers and Ms. Bridgewater) were designated as the initial Class I directors; three members of the Board were designated as the initial Class II directors (Mr. Kimball, Mr. Haynie and Mr. Wilkey); and three members of the Board were designated as the initial Class III directors (Mr. Danos, Mr. Horak and Mr. Lamberti). The initial Class I directors were re-elected at the 2014 annual meeting of shareholders, and their terms as Class I directors continue until the 2017 annual meeting of shareholders, and until their successors are elected. The initial Class II directors were re-elected at the 2012 annual meeting of shareholders, and their terms as Class II directors continue until the Annual Meeting, and until their successors are elected. The initial Class III directors were re-elected at the 2013 annual meeting of shareholders, and their terms as Class III directors continue until the 2016 annual meeting of shareholders, and until their successors are elected. At each annual meeting of shareholders, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term of three years following such meeting and until their successors are elected.

Information Concerning the Board’s Nominees

The three individuals named below have been designated as the Board’s nominees for election to the Board of Directors as Class II directors at the Annual Meeting. Two of the Board’s nominees, Mr. Kimball and Mr. Wilkey, are currently Class II

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directors of the Company and have been previously elected by the shareholders as directors of the Company. The third nominee, Terry W. Handley, has not previously served as a member of the Board of Directors, and is standing for election by the shareholders for the first time at the Annual Meeting.

After many years of distinguished service, Kenneth H. Haynie will be retiring from the Board of Directors at the Annual Meeting. We appreciate Mr. Haynie's years of service and thank him for his guidance during his tenure with the Board.

The Board believes that all of the director-nominees and incumbent directors are highly qualified to serve on the Board of Directors, and that each has demonstrated outstanding achievement in his or her professional career, wisdom, personal and professional integrity and independent judgment.

Additional information regarding each of the Board’s nominees is set forth below. The number of shares of Common Stock of the Company beneficially owned by each of the Board’s nominees as of the Record Date is set forth on page 17. Except as may be otherwise expressly stated, all of the Board’s nominees for election to the Board of Directors have been employed in the capacities indicated for more than five years.

It is intended that all proxies (in the accompanying form), unless contrary instructions are given thereon, will be voted FOR the election of the three persons designated by the Board of Directors as nominees. In the event of death or disqualification of any of the Board’s nominees, or the refusal or inability of any of the Board’s nominees to serve as a Class II director, the enclosed proxy may be voted with discretionary authority for the election of a substitute nominee approved by the Board of Directors.

Nominees For Election as Class II Directors—Terms to Expire in 2018

William C. Kimball, 67, retired Chairman and Chief Executive Officer of Medicap Pharmacy, Inc., a national franchisor of community retail pharmacies, and currently a partner in Kimball-Porter Investments, LLC, an Iowa-based investment company. Mr. Kimball also serves as a member of the Board of Directors of Principal Mutual Funds. Mr. Kimball has been a director of the Company since 2004, and currently serves as the Lead Director of the Board (described on page 8). Mr. Kimball’s qualifications include his demonstrated leadership and knowledge of operational and financial issues facing a large retail corporation gained from his experience as CEO of Medicap Pharmacy, and his understanding of retail markets and growth companies.

Richard A. Wilkey, 75, management and development consultant since 1990 to various companies in the Midwest. Mr. Wilkey is a former City Manager of the City of Des Moines (1974-85) and former President of the Racing Association of Central Iowa (1986-89). He was employed by the Weitz Corporation (1985-90) as Executive Vice President of Administration and Finance and as President of Life Care Services Corporation, a major subsidiary of the Weitz Corporation. He has been a director of the Company since 2008. In addition to his experience providing strategic consulting services, Mr. Wilkey brings a broad public policy and local community perspective to the Board, along with extensive executive and management experience.

Terry W. Handley, 55, President and Chief Operating Officer of the Company, and elected by the Board to assume the position of Chief Executive Officer of the Company following the retirement of Robert J. Myers on April 30, 2016. Mr. Handley has been associated with the Company since 1981. He served as Senior Vice President of Store Operations from 2003 to June 2006, when he assumed the position of Chief Operating Officer. He was Chief Operating Officer until June 2014, when he was elected to the position of President and Chief Operating Officer. Mr. Handley's extensive knowledge of the Company, gained through years of service in critical executive positions within the Company, enables him to provide important insights to the Board regarding the Company's operations, including marketing and product development, store operations, management and strategic planning.

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Directors Continuing in Office as Class I Directors—Terms to Expire in 2017

Robert J. Myers, 68, Chief Executive Officer of the Company. Mr. Myers has been associated with the Company since 1989. He served as Senior Vice President from December 1998 until May 2002, when he assumed the position of Chief Operating Officer. He was elected to the position of President and Chief Executive Officer in June 2006 and served in that capacity until June 2014, when Mr. Handley was elected to the office of President and Chief Operating Officer. Mr. Myers has been a director of the Company since 2006. Mr. Myers brings to the Board extensive experience and knowledge regarding the convenience store industry, and a complete understanding of the Company's business, its vision and strategy.

Diane C. Bridgewater, 52, Executive Vice-President, Chief Financial and Administrative Officer of LCS, a national leader in the planning, development and management of senior living communities and provider of senior living services. Prior to her employment with LCS, in October 2006, Ms. Bridgewater was employed by Pioneer Hi-Bred International, Inc., a subsidiary of E.I. du Pont de Nemours & Company, for 18 years, in roles including Vice President and Chief Financial Officer and Vice President and Business Director, North America Operations. Ms. Bridgewater has been a director of the Company since 2007. Ms. Bridgewater brings a thorough knowledge and understanding of generally accepted accounting principles and auditing standards to the Board, and as an active chief financial officer, important insights as to corporate "best practices" and policies.

Larree M. Renda, 57, retired Executive Vice President of Safeway, Inc. Ms. Renda was employed by Safeway, Inc. since 1974 and served as an Executive Vice President from 1999 until retiring in January 2015. Her responsibilities included retail strategy, labor relations, public affairs, communications, government relations, health initiatives, human resources, corporate social responsibility and sustainability, philanthropy, industrial engineering, IT and real estate. Ms. Renda currently serves on the Board of Directors of International Speedway Corporation. She also served on the Board of Directors of Household International, Inc. from 2001 until its merger in 2003 with HSBC Finance Corporation, and thereafter served until April 2014 on the Board of Directors of HSBC Finance Corporation and HSBC North American Holdings Inc. Ms. Renda has been a director of the Company since 2014. Ms. Renda's extensive management and public company leadership experience in the retail grocery industry allows her to provide important insight and guidance to the Board of Directors on a wide range of operational and strategic issues.

Directors Continuing in Office as Class III Directors—Terms to Expire in 2016

Johnny Danos, 75, Director of Strategic Development for LWBJ, LLC, a public accounting and consulting firm located in West Des Moines, Iowa. From 1995 until 2008, Mr. Danos served as President of the Greater Des Moines Community Foundation, a charitable public foundation dedicated to improving the quality of life in Greater Des Moines. Mr. Danos was employed by KPMG LLP (and its predecessor firms) for over 30 years, and retired as the managing partner of its Des Moines office in 1995. He has been a director of the Company since 2004. Mr. Danos brings extensive financial and accounting experience to the Board, as well as broad community perspective and executive leadership skills from his experience with the Greater Des Moines Community Foundation.

Jeffrey M. Lamberti, 52, President and Managing Shareholder with the Ankeny, Iowa law firm of Lamberti, Gocke, & Luetje, P.C. Mr. Lamberti served as an Iowa State Senator from 1999 to 2006 and as President of the Iowa Senate from 2004 to 2006. He is the son of Donald F. Lamberti, a founder of the Company. Mr. Lamberti has been a director of the Company since 2008. With his legal background and his experience in the Iowa General Assembly, Mr. Lamberti is able to provide important public policy, governance and legal perspective to the Board, as well as valuable operational and strategic expertise.

H. Lynn Horak, 69, past Regional Chairman with Wells Fargo Regional Banking. Mr. Horak held many positions with Wells Fargo Bank beginning in 1972, including Executive Vice President and Chief Financial Officer from 1981 to 1986,

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President and Chief Operating Officer from 1986 to 1991, and Chief Executive Officer and Chairman of the Board of Regional Banking for Iowa, Nebraska and Illinois from 1991 until November 2007. Mr. Horak serves on the board of directors of four other non-public companies. He has been a director of the Company since 2009. Mr. Horak brings a wealth of knowledge and experience from his career with Wells Fargo, including significant executive leadership experience and a critical understanding of credit markets, consumer behavior and retail analysis.

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GOVERNANCE OF THE COMPANY

Corporate Governance Guidelines

The business and affairs of the Company are overseen by the Board of Directors pursuant to the Iowa Business Corporation Act and the Bylaws. The Board of Directors is committed to maintaining high standards of corporate governance. To help ensure that it meets this commitment, the Board has approved Corporate Governance Guidelines (the "Guidelines") to address key governance practices and identify the framework for the operations of the Board and its committees. The Nominating and Corporate Governance Committee of the Board continues to monitor developments in corporate governance practices, and periodically expects to recommend to the Board any appropriate changes to the Guidelines. A copy of the current Guidelines is posted on the Company's website (www.caseys.com) under the "Casey's Corporate" heading at the bottom of the home page.

Key Corporate Governance Provisions

Independence. Eight of the nine individuals currently serving on the Board of Directors are considered independent under the Nasdaq Listings Standards. If the Board's nominees are elected at the Annual Meeting, all of the non-employee directors (seven of the nine members) will be considered independent under the Nasdaq Listing Standards. As set forth on page 11, the Board reviews all relationships and material transactions between the Company and members of the Board to determine whether they would interfere with the director's independent judgment in carrying out the responsibilities of a director.

Chairman; Lead Director. Under the Bylaws, the Board elects one of its members to serve as Chairman of the Board, and has elected Mr. Myers, Chief Executive Officer, to serve in that capacity. Based on his extensive experience and knowledge of the Company's competitive challenges and opportunities, the Board has determined at the present time that the Chief Executive Officer is best qualified to serve in the role of Chairman of the Board. At the same time, in order to maintain an appropriate level of independent checks and balances, the Board also has elected a Lead Director, Mr. Kimball, to provide independent leadership in coordination with the Chairman. As described in the Guidelines, the Lead Director generally will:

- Chair any meeting of the Board if the Chairman is not present;
- Chair executive sessions of the independent directors;
- Establish agendas for the executive sessions;
- Act as liaison with the Chairman in consultation with the other independent directors;
- Review and discuss proposed Board meeting agendas with the Chairman; and
- Call meetings of the independent directors, as appropriate.

The Board believes that the current leadership structure is the right corporate governance structure for the Company at this time, because it most effectively utilizes Mr. Myers' experience and knowledge concerning the Company and because the Guidelines provide for an independent Lead Director (Mr. Kimball) and the full involvement of the independent members of the Board in the Board's regular operations and decision making.

Majority Voting. In March 2014, the Board amended the Guidelines to include a provision providing for majority voting for directors in uncontested elections. Under the policy, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") is expected to tender his or her resignation as a director. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the director receiving a Majority Withheld Vote at the next annual meeting at which he or she stands for election or re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Board policy.

If an incumbent director receives a Majority Withheld Vote, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reasons for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.

Executive Sessions. During the 2015 fiscal year, the Board held four executive sessions in which only the independent directors were present. As provided in the Guidelines, these meetings were chaired by Mr. Kimball, as the Lead Director. At least two executive sessions are held each year in conjunction with regularly scheduled meetings of the Board.

No Hedging or Pledging of Company Stock. In June 2014, the Board of Directors amended the Company's stock trading policy to prohibit the "hedging" of Company stock and other short-term or speculative transactions by directors and officers. The revised policy also generally prohibits the pledging of Company stock by directors and officers or holding Company stock in a margin account, unless approved in advance by the compliance officer designated under the policy.

Stock Ownership. The Guidelines provide that directors should acquire at least 5,000 shares of Common Stock within three years of joining the Board, and should employ reasonable, good faith efforts thereafter to maintain share holdings of at least that amount. For this purpose, unvested restricted stock unit awards are included in determining the number of shares held, but shares subject to stock options are not.

The Board also has approved stock ownership requirements for the Chief Executive Officer, executive officers and other Company officers, under which they are required to acquire and maintain direct ownership of shares equal to a multiple of their base salary, as follows:

Position	Value of Shares
CEO	4x base salary
Senior Vice Presidents	3x base salary
Vice Presidents	2x base salary

For this purpose, unvested restricted stock unit awards may be counted towards the share ownership requirement, but stock options may not be included. Vested shares held in the Casey's 401(k) plan may be counted toward the ownership requirement. An officer's stock ownership requirement is measured as of the last business day of each fiscal year, taking into account the fair market value of shares of Common Stock and the officer's base salary as of that date. Officers are required to achieve the applicable ownership requirement within five years from May 1, 2013 or the date of their promotion to the position that is subject to the ownership requirement.

Limits on Board Service. Members of the Board may not serve on more than two other public company boards. In addition, service on the boards of not-for-profit organizations or other entities that may require a similar time commitment must be disclosed and acceptable to the Board.

Recapture of Incentive Payments. The Board has adopted a policy that enables the Company to seek reimbursement of any annual incentive payment or equity award made to an executive officer whenever (i) the payment was based upon

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achieving certain financial results that were subsequently the subject of a substantial or material restatement of the Company's financial statements (other than a restatement caused by a change in applicable accounting rules or interpretations), (ii) the Board of Directors determines that the executive officer engaged in intentional misconduct that caused or substantially caused the need for the restatement, and (iii) a lower payment would have been made to the executive officer based on the restated financial results. In each such instance, the Company will, to the extent practicable, seek to recover from the individual executive officer the amount by which the incentive payments for the relative period exceeded the lower payment that would have been made based on the restated financial results.

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THE BOARD OF DIRECTORS AND ITS COMMITTEES

Members of the Board are kept informed of the Company's business through discussions with the Chief Executive Officer, by reviewing materials provided to them, and by participating in Board and committee meetings. At intervals between formal meetings, members of the Board are provided with various items of information regarding the Company's operations and are frequently consulted on an informal basis with respect to pending business.

Directors are expected to attend all Board meetings and meetings of the committees on which they serve and each annual shareholders meeting. The Board of Directors held eleven meetings during the fiscal year ended April 30, 2015 (the "2015 fiscal year"). Each incumbent director attended 75% or more of the aggregate number of Board meetings and meetings of committees on which the director served. All of the incumbent members of the Board of Directors, with the exception of Ms. Renda, attended last year's annual meeting of shareholders.

Director Independence

In making independence determinations, the Board of Directors observes the criteria for independence set forth in the Nasdaq Listing Standards. Consistent with these criteria, the Board considers all relationships and material transactions between the Company and the director-nominees (and any affiliated companies), and has affirmatively determined that all of the non-employee directors, namely Ms. Bridgewater, Mr. Danos, Mr. Haynie, Mr. Horak, Mr. Kimball, Mr. Lamberti, Mr. Wilkey and Ms. Renda, are independent within the meaning of the Nasdaq Listing Standards. As such, a substantial majority of the Board of Directors is considered "independent" as so defined.

In reaching this conclusion, the Board of Directors considered that Mr. Lamberti's father, Donald F. Lamberti, was a co-founder of the Company and that he receives payments from the Company under the Non-Qualified Supplemental Executive Retirement Plan (which the Board determined to be non-discretionary retirement compensation), and concluded that such interests were not material or would not interfere with the exercise of Mr. Lamberti's independent judgment in carrying out his responsibilities as a director.

Board Committees

The Bylaws establish four standing committees of the Board of Directors: the Executive Committee, the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. In addition, the Bylaws authorize the Board of Directors to establish other committees for selected purposes.

Executive Committee

The Executive Committee presently consists of Mr. Myers (Chair), Mr. Haynie, Mr. Kimball and Mr. Lamberti. The Executive Committee is authorized, within certain limitations set forth in the Bylaws, to exercise the power and authority of the Board of Directors between meetings of the full Board. The Executive Committee met once and acted by unanimous consent once during the 2015 fiscal year.

Audit Committee

The Audit Committee presently consists of Ms. Bridgewater (Chair), Mr. Danos, Mr. Horak and Ms. Renda, all of whom are "independent" under the criteria established by the SEC and the Nasdaq Listing Standards. The Board of Directors has approved the designation of Ms. Bridgewater as an "audit committee financial expert" as that is defined under Item 407(d)(5) of SEC Regulation S-K.

The Audit Committee performs the duties set forth in its written Charter (which is available on the Company's website—www.caseys.com). Under its Charter, the Audit Committee is directly responsible for the appointment, termination, compensation and oversight of the independent public accounting firm it retains to audit the Company's books and records. The Audit Committee regularly reports to the Board on the audit and the non-audit activities of the auditors, approves all audit engagement fees and pre-approves any non-audit engagement and compensation of the independent auditors.

The Audit Committee meets regularly (typically five times) each year with financial management personnel, internal accounting and auditing staff and the independent auditor. During these meetings, the Audit Committee also meets separately in executive sessions with the internal auditing staff and the independent auditor. The Audit Committee met eleven times during the 2015 fiscal year. The report of the Audit Committee is included herein on page 42.

Compensation Committee

The Compensation Committee presently consists of Mr. Horak (Chair), Mr. Kimball, Mr. Wilkey and Mr. Haynie, all of whom are "independent" under the Nasdaq Listing Standards. The Compensation Committee annually reviews the performance of the Chief Executive Officer and reviews management's evaluation of the performance of the Company's senior officers and their compensation arrangements, and makes recommendations to the Board of Directors concerning the compensation of the Chief Executive Officer and the Company's senior officers. The Compensation Committee's determination (and its deliberations) of the Chief Executive Officer's compensation are done in executive session, without the presence of management, including the Chief Executive Officer. The Chief Executive Officer may make recommendations regarding the compensation of executive officers and participate in such deliberations but shall not vote to approve or recommend any form of compensation for such executive officers.

The Compensation Committee also administers the 2009 Stock Incentive Plan, which was approved by the shareholders at the 2009 annual meeting of shareholders, and authorizes awards of stock options, restricted stock units and restricted stock to the executive officers and other key employees under that Plan. From time to time, the Compensation Committee also makes recommendations regarding the compensation of directors.

As set forth in its written Charter (which is available on the Company's website—www.caseys.com), the Compensation Committee has authority to retain and terminate executive compensation consulting firms to advise the Compensation Committee and, from time to time, retains compensation consultants to assist with the Compensation Committee's review and development of its compensation recommendations. The Compensation Committee met three times during the 2015 fiscal year. The report of the Compensation Committee is included herein on page 26.

No member of the Compensation Committee is or has been an officer or employee of the Company or had any relationship that is required to be disclosed as a transaction with a related party.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee presently consists of Mr. Wilkey (Chair), Mr. Danos, Mr. Kimball and Ms. Renda, all of whom are "independent" under the Nasdaq Listing Standards. The Nominating and Corporate Governance Committee generally reviews the qualifications of candidates proposed for nomination to the Board of Directors, recommends to the Board candidates for election at the annual meeting of shareholders, recommends to the Board corporate governance policies or guidelines that should be applicable to the Company, leads the Board in a periodic review of the Board's performance, and performs the other duties set forth in its written Charter (which is available on the Company's website—www.caseys.com). The Nominating and Corporate Governance Committee met three times during the 2015 fiscal year.

The Nominating and Corporate Governance Committee will consider nominees recommended by shareholders if they are submitted in accordance with the Bylaws. Briefly, the Bylaws contain specific advance notice procedures relating to shareholder nominations of directors and other business to be brought before an annual or special meeting of shareholders other

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than by or at the direction of the Board of Directors. Under the Bylaws, in order for a shareholder to nominate a director candidate for election at an annual meeting of shareholders, the shareholder must deliver written notice thereof to the Corporate Secretary not less than 90 days nor more than 120 days prior to the first anniversary date of the date of the immediately preceding annual meeting of shareholders. In the case of shareholder nominations to be considered at the 2016 annual meeting, therefore, such notice must be received by the Corporate Secretary by no earlier than May 21, 2016 and no later than June 20, 2016. The notice must set forth certain information concerning such shareholder and the shareholder's nominee(s), including but not limited to their names and addresses, occupation, share ownership, rights to acquire shares and other derivative securities or short interests held, a representation that the shareholder is entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, a description of all arrangements or understandings between the shareholder and each nominee, such other information as would be required to be included in a proxy statement pursuant to the proxy rules of the SEC had the nominee(s) been nominated by the Board of Directors, and the consent of each nominee to serve as a director of the Company if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the provisions of the Bylaws. A copy of the Bylaws may be obtained by request addressed to Brian J. Johnson, Vice President—Finance and Corporate Secretary, Casey's General Stores, Inc., P.O. Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045.

The Charter sets forth, among other things, the minimum qualifications that the Nominating and Corporate Governance Committee believes must be met by a Committee-recommended nominee, and the specific qualities or skills that the Nominating and Corporate Governance Committee believes are necessary for one or more of the Company's directors to possess. In considering individuals for nomination as directors, the Nominating and Corporate Governance Committee typically solicits recommendations from the current directors and is authorized to engage search firms to assist in the process, although it has not done so to date.

The Nominating and Corporate Governance Committee considers a number of factors in making its nominee recommendations to the Board, including, among other things, a candidate's employment and other professional experience, past expertise and involvement in areas which are relevant to the Company's business, business ethics and professional reputation, independence, other board experience and the Company's desire to have a Board that represents a diverse mix of backgrounds, perspectives and expertise.

The Company does not have a formal policy for considering diversity in identifying and recommending nominees for election to the Board, but the Nominating and Corporate Governance Committee considers diversity of viewpoint, experience, background and other qualities in its overall consideration of nominees qualified for election to the Board.

Succession Planning Committee

In December 2008, the Board of Directors established a Succession Planning Committee, with Mr. Danos serving as its Chair, to regularly review succession planning for the Chief Executive Officer and other executive officer positions, and to make recommendations to the Board with respect to such matters. Other members of the Succession Planning Committee include Messrs. Kimball, Lamberti, Wilkey and Horak. The Succession Planning Committee met three times during the 2015 fiscal year.

Board's Role in Risk Oversight

Although the executive officers and other officers have day-to-day responsibility for managing the risks facing the Company, the Board as a whole has on-going responsibility for oversight of risk management. The Board meets regularly with the executive officers to discuss strategy and risks facing the Company, and each quarter receives presentations from the executive officers on business operations, financial results and strategic issues, including the identification, assessment and management of critical risks and management's risk mitigation strategies. In addition, the Board and executive officers hold a

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annual strategic planning retreat to discuss strategies, key challenges and risks and opportunities for the Company. A Risk Committee (comprised of senior management and other key personnel) meets quarterly to provide recommendations to the Chief Executive Officer for further action, with periodic progress reports on the same being provided to the Board of Directors. Oversight responsibilities for various risks have been assigned to different Risk Committee members and are reviewed annually, and coordinated with internal audit and the independent auditors. Areas of focus include cyber-security, competitive, economic, operational, financial, legal, regulatory, compliance, health, safety and environment, political and reputational risks.

The different Board committees also provide assistance to the Board in fulfilling its oversight responsibilities in certain areas of risk. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to management of major risk exposures, including in the areas of financial reporting and internal controls. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks arising from the the Company's compensation policies and practices, including overseeing the development of stock ownership guidelines, the annual incentive compensation program and incentive recapture policies. The Nominating and Corporate Governance Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board and committee membership and structure and the monitoring of corporate governance issues and the development of recommendations to address evolving best practices in those areas. All of these committees report back to the full Board as to the committee's activities and matters discussed and reviewed at the committee meetings. In addition, all Board members are encouraged to participate in external director education courses to keep apprised of current issues, including evolving areas of risk.

Shareholder Communications

It is the general policy of the Board that management speaks for the Company. To the extent shareholders would like to communicate with a Company representative, they may do so by contacting William J. Walljasper, Senior Vice President and Chief Financial Officer, Casey’s General Stores, Inc., P.O. Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045. Mr. Walljasper also can be reached by telephone at (515) 965-6505.

Any shareholder wishing to communicate with one or more Board members should address a written communication to Diane C. Bridgewater, Chair of the Audit Committee, at Capital Square, 400 Locust Street, Suite 820, Des Moines, Iowa 50309-2334. Ms. Bridgewater will forward such communication on to all of the members of the Board, to the extent such communications are deemed appropriate for consideration by the Board.

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EXECUTIVE OFFICERS

The Company currently has six executive officers and ten other Vice Presidents. The current executive officers are as follows:

Name	Current Office Held	First Became Executive Officer	Age
Robert J. Myers	Chief Executive Officer	1999	68
Terry W. Handley	President and Chief Operating Officer	2002	55
William J. Walljasper	Senior Vice President and Chief Financial Officer	2004	51
Sam J. Billmeyer	Senior Vice President – Logistics & Acquisitions	2006	58
Julia L. Jackowski	Senior Vice President – General Counsel & Human Resources	2010	49
John C. Soupene	Senior Vice President-Store Operations	2015	46

During the past five years, certain of the executive officers have served the Company in other executive or administrative positions. Prior to his appointment as President and Chief Operating Officer on June 6, 2014, Mr. Handley had served as Chief Operating Officer since June 20, 2006. Ms. Jackowski became Senior Vice President—General Counsel & Human Resources effective June 6, 2010. Previously she was Vice President—Human Resources. Mr. Soupene joined the Company in 2011 and served as the Director of Store Operations prior to his election to his current position in June 2015. Prior to that, he served as the Corporate Training Manager.

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PRINCIPAL SHAREHOLDERS

The following table contains information with respect to each person, including any group, known to the Company to be the beneficial owner of more than 5% of the Common Stock as of the dates indicated in the footnotes following the table. Except as otherwise indicated, the persons listed in the table have the voting and investment powers with respect to the shares indicated.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership		Percent of Class	
Janus Capital Management LLC 151 Detroit Street Denver, CO 80206	3,998,372	(1)	10.3	%
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	3,268,340	(2)	8.4	%
The Vanguard Group-23-1945930 100 Vanguard Blvd. Malvern, PA 19355	2,829,799	(3)	7.3	%

(1) Based on Schedule 13G (Amendment No. 2) filed by Janus Capital Management LLC ("Janus") with the SEC dated February 17, 2015 (the "Janus 13G"). Such information indicates that Janus and two entities that Janus has substantial ownership of have sole voting and dispositive power over 862,769 shares and shared voting and dispositive power over 3,135,603 shares. The Percent of Class information is as reported in the Janus 13G.

(2) Based on Schedule 13G (Amendment No. 5) filed by BlackRock, Inc. with the SEC dated January 12, 2015 (the "BlackRock 13G"). Such information indicates that such entity has sole voting power over 3,179,254 shares and sole dispositive power over 3,268,340 shares. The Percent of Class information is as reported in the BlackRock 13G.

(3) Based on Schedule 13G (Amendment No. 4) filed by The Vanguard Group-23-1945930 ("Vanguard") with the SEC dated February 9, 2015 ("Vanguard 13G"). Such information indicates that Vanguard and two wholly owned subsidiaries of Vanguard have sole voting power over 52,090 shares, sole dispositive power over 2,781,409 shares, and shared dispositive power over 48,390 shares. The Percent of Class information is as reported in the Vanguard 13G.

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BENEFICIAL OWNERSHIP OF SHARES OF COMMON STOCK BY DIRECTORS AND NAMED EXECUTIVE OFFICERS

The following table sets forth, as of July 27, 2015 (other than with respect to the 401K Plan shares, which is as of April 30, 2015, as discussed in footnote 2 to the following table), the beneficial ownership of shares of the Common Stock, the only class of capital stock outstanding, by the current directors and the Board's nominees for election to the Board of Directors, the executive officers named in the Summary Compensation Table herein, and all current directors, director-nominees, and named executive officers as a group. Except as otherwise indicated, the shareholders listed in the table have sole voting and investment powers with respect to the shares indicated.

Name of Beneficial Owner	Direct Ownership		Shares Subject to Options(1)	401K Plan Shares(2)	Total Amount and Nature of Beneficial Ownership(3)	Percent of Class	
Robert J. Myers	72,865		—	8,452	81,317	*	
Kenneth H. Haynie	27,262	(4)	6,000	—	33,262	*	
Johnny Danos	16,684	(4)	—	—	16,684	*	
William C. Kimball	16,938	(4)	8,000	—	24,938	*	
Diane C. Bridgewater	11,409		—	—	11,409	*	
Jeffrey M. Lamberti	98,259	(4)(5)	4,000	—	102,259	*	
Richard A. Wilkey	12,000		2,000	—	14,000	*	
H. Lynn Horak	12,546		—	—	12,546	*	
Larree M. Renda	2,537		—	—	2,537	*	
Terry W. Handley	12,806		46,500	11,155	70,461	*	
William J. Walljasper	15,884		40,000	6,052	61,936	*	
Sam J. Billmeyer	8,928		—	4,998	13,926	*	
Julia L. Jackowski	15,280		36,500	3,841	55,621	*	
All current executive officers, directors and director-nominees as a group (13 persons)(6)	323,398		143,000	34,498	500,896	1.3	%

* Less than 1%

(1) Consisting of shares (which are included in the totals) that are subject to acquisition within 60 days of July 27, 2015 through the exercise of stock options, but which cannot be presently voted by the executive officers or non-employee directors holding the options. See "Director Compensation" and "Compensation Discussion and Analysis—Long-term Incentive Compensation".

(2) The amounts shown (which are included in the totals) consist of shares allocated to the named executive officers' accounts in the 401K Plan as of April 30, 2015 (the most recent allocation made by the Trustee of the 401K Plan) over which the officer exercises voting power. Under the trust agreement creating the 401K Plan, the shares of Common Stock held by the Trustee are voted by the Trustee in accordance with the participants' directions or, if no directions are received, in the same manner and proportion as the Trustee votes shares for which the Trustee does receive timely instructions.

(3) Except as otherwise indicated, the amounts shown are the aggregate numbers of shares attributable to the individual's direct ownership of shares, shares subject to the exercise of options within 60 days of July 27, 2015, and 401K Plan shares.

(4) Includes shares beneficially owned by spouses, minor children and/or shares owned by family trusts for which the named individual serves as trustee. Mr. Danos disclaims beneficial ownership of 100 shares held by his spouse that are included in his direct ownership holdings.

(5) Includes 54,400 shares held by a family foundation organized as a nonprofit corporation for which Mr. Lamberti serves as a director. Mr. Lamberti has no pecuniary interest in the corporation's assets and disclaims beneficial ownership of the referenced shares of Common Stock.

(6) Includes the current directors and the Board's nominees for election to the Board of Directors, and the executive officers named in the Summary Compensation Table herein.

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Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's officers, directors and owners of more than 10% of the outstanding Common Stock to file reports of ownership and changes in ownership with the SEC, and also to furnish the Company with a copy of all such reports that they file. Based solely upon a review of the copies of the reports furnished to the Company, all such reporting persons complied with such reporting obligations during the 2015 fiscal year.

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COMPENSATION DISCUSSION AND ANALYSIS

The following were our “named executive officers” for the 2015 fiscal year: Robert J. Myers, Chairman and Chief Executive Officer; Terry W. Handley, President and Chief Operating Officer; William J. Walljasper, Senior Vice President and Chief Financial Officer; Sam J. Billmeyer, Senior Vice President—Logistics & Acquisitions; and Julia L. Jackowski, Senior Vice President—Corporate Counsel and Human Resources. In this section, the word “Committee” refers to the Compensation Committee of the Board of Directors.

Executive Compensation Strategy and Objectives

Our executive compensation policies are designed to attract, motivate and retain executives who will contribute to the long-term success of the Company and to reward executives for achieving both short-term and long-term strategic goals of the Company. We also believe it is important to align the interests of the executives with those of our shareholders. In order to achieve these objectives, a significant portion of the compensation of our named executive officers is linked directly to the Company’s financial performance and to the value of the Common Stock. The Board’s goal is to approve compensation that is reasonable and competitive when all elements of potential compensation are considered.

Role of the Board, the Committee and our Chief Executive Officer in Compensation Decisions for our Named Executive Officers

The Board is responsible for approving base salary increases for each of our named executive officers and approving the performance goals under our annual incentive compensation program. With respect to our named executive officers, the Committee is charged with recommending base salary increases for the Board’s consideration, determining the terms of the annual incentive compensation program and approving grants of restricted stock units, restricted stock or stock options. Our Chief Executive Officer is tasked with developing recommendations for the Committee’s consideration for base salary increases and equity grants for our named executive officers (other than increases in his own base salary and equity grants to himself, which are determined solely by the Committee).

Components of Compensation

As in prior years, our compensation program for the 2015 fiscal year had four primary components: base salary; annual incentive compensation; long-term incentive compensation in the form of restricted stock units; and benefits. A significant portion of a named executive officer’s compensation is placed at risk, and the only fixed compensation paid is base salary and benefits. The remaining total compensation (annual and long-term incentive compensation) for our named executive officers is not guaranteed and the value to each executive officer is based on the Company’s and the executive’s performance. We believe that this mix of compensation elements appropriately balances short-term and long-term business goals and aligns the interests of our named executive officers with our shareholders.

Base Salary

Base salaries for executive officers of the Company are determined primarily on the basis of each executive officer’s experience, performance and individual responsibilities. Each fiscal year, our Chief Executive Officer reviews the base salaries of the other senior officers, including our named executive officers, in connection with their performance reviews. The Chief Executive Officer is assisted in this review by the Vice President of Human Resources, which includes consideration of internal pay equity within the Company and comparisons with publicly available information from a variety of sources relating to compensation levels for executives serving in comparable roles at other companies. Based on such reviews, our Chief Executive Officer develops his recommendations for the individual base salaries for all of the senior officers, including our named executive officers, and provides his recommendations to the Committee. The Committee considers our Chief Executive Officer’s recommendations and then recommends the new base salaries for the senior officers, including our named executive officers, to the Board for approval in June of each fiscal year.

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Mr. Myers' base salary for the 2015 fiscal year was $1,050,000, reflecting just over an 8% increase from the amount of his base salary for the fiscal year ended April 30, 2014. Mr. Handley received a $125,000 increase in base salary for the 2015 fiscal year. Mr. Walljasper received a $30,000 increase in base salary for the 2015 fiscal year. Mr. Billmeyer and Ms. Jackowski received a $40,000 increase in their base salaries for the 2015 fiscal year. These increases, which were all approved in June 2014, were based on the respective subjective views of our Chief Executive Officer, the Committee and the Board, which were primarily influenced by each executive officer's recent performance and contribution to the Company's success, as described above.

Annual Incentive Compensation Program

Overview

The senior officers of the Company, including our named executive officers, participate in an annual incentive compensation program. The purpose of the program is to reward the efforts made by the Company's senior officers during the fiscal year toward the Company's achievement of certain performance goals. The Committee believes that it is important for the senior officers to function as a cohesive team, and therefore establishes the performance goals on the basis of the Company's performance as a whole and not with a focus on individual or divisional areas of responsibility. Accordingly, the program is based on the Company's performance against two financial metrics: diluted earnings per share and return on invested capital ("ROIC"). A minimum, target and maximum goal is set for each financial metric and, based on the actual achievement of each metric, as well as the relative weighting between the two metrics, each senior officer is eligible to receive a bonus calculated as a percentage of base salary at the end of each year.

Financial Metrics

The Company links the annual incentive compensation program to diluted earnings per share and ROIC because each metric is closely tied to the execution of strategic business objectives and together are designed to increase shareholder value.

Earnings per share: The growth of diluted earnings per share is related to the growth of shareholder value and is an important measure used by the investing community to evaluate our financial performance. Long-term sustained growth should positively impact our share price and market capitalization.

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Return on invested capital: For purposes of the annual incentive compensation program, ROIC is calculated based on the following formula: operating income after depreciation and tax divided by average invested capital for the current and prior fiscal year.* Since the Company has been striving to enlarge its operating footprint, in particular by constructing new stores and acquiring convenience stores from other operators, the Committee believes that ROIC is a useful measure of management's effectiveness in creating value for our shareholders by gauging the Company's returns on capital expenditures.

Setting Goals

At the beginning of each fiscal year, our management team prepares its annual strategic business goals and objectives in an operating plan for the Company that is reviewed by the Committee. The strategic business goals and objectives are designed to ensure that our short-term revenue and unit growth objectives are met or exceeded in a manner that is consistent with long-term shareholder value creation.

The Committee estimates the financial results for the fiscal year that would result from meeting the operating plan in terms of diluted earnings per share and ROIC. These pro forma financial results become the target performance levels for each of these financial metrics under the annual incentive compensation program. The goals for these financial metrics are set in increments, which include a minimum and maximum level, below and above the target performance level set by the Committee. In making the annual determination of the minimum, target and maximum performance levels, the Committee also considers the specific circumstances facing the Company during the year and expectations regarding diluted earnings per share and Company performance. The Committee then submits these goals and objectives to the Board for approval, typically in June.

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* Below is a reconciliation of these measures, which are not measures under United States generally accepted accounting principles ("GAAP"), to the GAAP measures from the Company's audited financial statements.

Reconciliation of ROIC ($ in thousands)

	Fiscal Year Ended April 30, 2015	
Gross Profit	1,439,785	
Less Operating Expenses	960,424	
Operating Income	479,361	
Less Depreciation	156,111	
Less Taxes	101,397	
Operating Income after Depreciation and Tax	221,853	
Divided by Average Invested Capital	1,643,166	
Return on Invested Capital	13.5	%

Reconciliation of Average Invested Capital ($ in thousands)

	Fiscal Year Ended April 30, 2015	Fiscal Year Ended April 30, 2014
Current Maturities of Long-Term Debt	15,398	$553
Long-Term Debt, Net of Current Maturities	838,245	853,642
Total Debt	853,643	854,195
Shareholders' Equity	875,229	703,264
Invested Capital	1,728,872	$1,557,459
Average Invested Capital	1,643,166	1,422,624

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The relative weighting of each of these financial metrics for the 2015 fiscal year was 75% for diluted earnings per share and 25% for ROIC. This relative weighting is consistent with the Company's past practice and was chosen by the Committee in order to supplement a shorter-term financial metric (diluted earnings per share) with a financial metric that encompasses a longer-term perspective (ROIC).

The chart below summarizes the relative weighting of the financial metrics and performance goals of each metric for the 2015 fiscal year:

2015 Annual Incentive Performance Goals

Metric	Weightings	Goals									
		A (Minimum)	B	c	D	E	F (Target)	G	H	I	J (Maximum)
Diluted Earnings per Share	75 %	$3.47	$3.48	$3.49	$3.51	$3.53	$3.55	$3.57	$3.59	$3.61	$ 3.63
ROIC	25 %	9.9 %	9.9 %	10.0 %	10.0 %	10.0 %	10.1 %	10.1 %	10.2 %	10.2 %	10.3 %

The Committee seeks to adopt target goals that can be achieved with consistent superior performance throughout the year. The Committee determines a range of goals that will result in the payment of a bonus, with minimum and maximum goals, so that both exceptional results above the target goal and results that are slightly less than the target goal, but which still represent acceptable performance, are rewarded to some extent. During the past three years, the Company twice achieved performance in excess of the minimum levels necessary for our named executive officers to receive a bonus.

Payout Levels

Based upon the Company's achievement of the diluted earnings per share and ROIC goal levels, each participant in the incentive compensation program was eligible to earn a bonus in an amount equal to the applicable percentage of base salary set forth in the table below. In the 2015 fiscal year, the target for the incentive compensation award was 60% of base salary, with a maximum award of 100% of base salary, to be paid in the form of both cash and equity (with the equity being in the form of restricted stock subject to a three-year holding requirement). The Committee chose these levels of bonus payments to ensure that a significant portion of each named executive officer's cash compensation would be tied to the financial performance of the Company.

2015 Annual Incentive Performance Goal Weighting As a Percentage of Salary

Metric	Weightings	Goals									
		A (Minimum)	B	C	D	E	F (Target)	G	H	I	J (Maximum)
Diluted Earnings per Share	75 %	7.5 %	15.0 %	22.5 %	30.0 %	37.5 %	45.0 %	52.5 %	60.0 %	67.5 %	75.0 %
ROIC	25 %	2.5 %	5.0 %	7.5 %	10.0 %	12.5 %	15.0 %	17.5 %	20.0 %	22.5 %	25.0 %
Bonuses as a Percentage of Base Salary		10 %	20 %	30 %	40 %	50 %	60 %	70 %	80 %	90 %	100 %
Cash Component		75 %	70 %	65 %	60 %	55 %	50 %	45 %	40 %	35 %	30 %
Equity Component		25 %	30 %	35 %	40 %	45 %	50 %	55 %	60 %	65 %	70 %

2015 Fiscal Year Results

For the 2015 fiscal year, the range in diluted earnings per share approved by the Board in June 2014 that would result in the payment of an annual bonus was $3.47 to $3.63. In the case of ROIC, the approved range extended from 9.9% to 10.3%. The Company reported actual diluted earnings of $4.62 per share for the 2015 fiscal year and achieved 13.5% for ROIC for the

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2015 fiscal year. As a result, the awards earned under the annual incentive plan for the 2015 fiscal year were equal to 100% of base salary, of which 30% was distributed as cash and 70% in the form of restricted stock (subject to a three-year holding requirement).

Long-term Incentive Compensation

Stock options, restricted stock and restricted stock unit awards may be granted to executive officers and other key employees of the Company under the terms of the 2009 Stock Incentive Plan. Prior to the adoption of the 2009 Stock Incentive Plan, the Company granted stock options under the 2000 Stock Option Plan. The 2009 Stock Incentive Plan and the 2000 Stock Option Plan were designed to assist the Company in attracting, retaining and motivating executive officers and other key employees, and to align the interests of the executive officers and other key employees with those of our shareholders.

The Company historically granted stock options as a long-term incentive, and only every other year (i.e., 2007, 2009 and 2011) because of the Committee's belief that stock options were a long-term incentive and that it was not necessary to grant stock options each year. More recently, beginning in 2013, the Committee has authorized an annual award of restricted stock units (subject to a three-year vesting period) to the executive officers and other key employees as a long-term incentive. As described under "Recent Compensation Decisions" on page 24, the Committee presently intends to continue that practice and award restricted stock units to the executive officers and other key employees in each future year, in lieu of its former practice of making awards of stock option grants every other year.

Benefits and Perquisites

With limited exceptions, the Committee's policy is to provide benefits to executive officers that are the same as those offered to all employees of the Company. We provide comprehensive health benefits, as well as life insurance and a disability program for all benefits-eligible employees, including our named executive officers. In addition, we offer retirement benefits to a broad employee population including our named executive officers.

We generally provide limited perquisites that the Committee believes are important components of each named executive officer's compensation and benefits package. We pay the premiums for long-term disability and group life insurance coverages for all our named executive officers in order to provide financial security to each named executive officer and his or her dependents in the event of disability or death. We also maintain a 10-year level premium term life insurance policy with a death benefit of $1,000,000 that insures the life of Mr. Myers and is payable upon his death to a beneficiary designated by him. At the end of Mr. Myers' employment agreement, we will assign ownership of such policy to Mr. Myers, if he so requests, and Mr. Myers will thereafter be responsible for the payment of the associated premiums.

Our named executive officers and other members of senior management also are provided with Company-owned automobiles because they are expected to devote some portion of their time to business-related travel. These employees are subject to applicable employment-related taxes for their personal use of these automobiles.

We own two corporate aircraft for the exclusive business use of our employees, including but not limited to our named executive officers. Personal use of the aircraft are not permitted under Company policy.

Employment and Change of Control Severance Agreements

As noted above, we are a party to an employment agreement with Mr. Myers, under which he agrees to serve as Chief Executive Officer through April 30, 2016. The Company has not entered into employment agreements with any other named executive officer.

We maintain change of control severance agreements with each of our named executive officers and eleven other officers. The purpose of these change of control severance agreements is to encourage such individuals to carry out their duties in the event of a possible change of control of the Company.

For a description of the employment agreement with Mr. Myers and these change of control severance agreements, please see "Executive Compensation—Narrative to the Summary Compensation Table and the Grants of Plan-Based Awards Table".

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Retirement Arrangements

All executives are eligible to participate in the 401K Plan under the same terms and conditions as other salaried employees.

Mr. Myers is entitled to a pension benefit under his employment agreement. For a description of this pension benefit, please see the “Narrative to the Summary Compensation Table and the Grants of Plan-Based Awards Table” on pages 28-31.

The Company also maintains the Executive Nonqualified Excess Plan (the “Deferred Compensation Plan”), a nonqualified deferred compensation plan that is described under “Executive Compensation—Nonqualified Deferred Compensation” on page 34. The purpose of the Deferred Compensation Plan is to enable the participants, including our named executive officers, to defer a portion of their income without the limitations imposed by the Internal Revenue Code on deferrals under the 401K Plan.

Additional Compensation Policies

Deductibility of Compensation for Tax Purposes

We periodically review the terms of the employment arrangements with the executive officers and from time to time consider modifications to the same. We also are aware of the statutory limitations placed on the deductibility of compensation in excess of $1 million which is earned by an executive officer in any year that is not considered to be “performance-based.” However, shareholder interests are at times best served by not restricting the Committee’s discretion and flexibility in developing compensation programs, even though the programs may result in non-deductible compensation expenses. Accordingly, the Committee may from time to time approve elements of compensation for certain officers that are not fully deductible.

Option Grants

In March 2007, the Board adopted a policy providing that grants of stock options can only be approved by the Committee at an in-person or telephonic meeting and may not be approved by written consent. In addition, stock options can be granted only within a two-week period following the release of the Company’s annual financial results in June and only if directors are not at that time in possession of material non-public information about the Company. Under the policy, the grant date of stock options is the date of the meeting when the grant is approved. All stock options are granted with an exercise price equal to the closing price of the Common Stock on the Nasdaq Global Select Market on the grant date. Details of every stock option grant are reflected in Committee minutes, and the Corporate Secretary verifies that grant documents are consistent with the grants authorized by the Committee and memorialized in the minutes.

Committee Consideration of Results of Advisory Shareholder Vote

At the 2014 annual meeting, our executive compensation program received the support of over 93% of the shares voted at that meeting. The Committee has considered the results of this advisory vote and views the outcome as evidence of shareholder support of our executive compensation decisions and policies. Accordingly, the Committee has substantially maintained its executive compensation policies for the 2015 fiscal year. The Committee will continue to review shareholder votes on our executive compensation program and consider whether any changes to the program are warranted in light of the voting results.

Recent Compensation Decisions

Since the close of the 2015 fiscal year, the Board has approved salary increases for the fiscal year ending April 30, 2016 (the “2016 fiscal year”) for the named executive officers. Mr. Myers received a $75,000 increase in salary, Mr. Handley received a $70,000 increase in salary, Messrs. Walljasper and Billmeyer each received a $30,000 increase in salary, and Ms. Jackowski received a $40,000 increase in salary.

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On June 5, 2015, the Compensation Committee awarded 3,250 restricted stock units to each of the five named executive officers (16,250 in total), and an aggregate of 87,950 restricted stock units to other officers and key employees. The awards will vest on June 5, 2018. As described above, the Committee presently intends to make annual awards of restricted stock units to the named executive officers and other key employees in each future year, in lieu of its former practice of making stock option grant awards every other year.

The Board has approved an annual incentive compensation plan for the 2016 fiscal year, with a similar structure as that used in the fiscal 2015 plan, and the Committee has set the target performance levels for earnings per share and ROIC. The executive officers will be eligible to receive a target amount equal to 60% of base salary, with an opportunity for up to 100% of base salary if the Company exceeds the target performance levels for earnings per share and ROIC. The awards, if made, will be comprised of a mix of cash and equity (restricted stock), with the portion paid in equity increasing from 25% at the minimum payout level up to 70% equity at the maximum payout level.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis that begins on page 19. Based on the Compensation Committee's review and the discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Compensation Committee

H. Lynn Horak, Chair
Kenneth H. Haynie
William C. Kimball
Richard A. Wilkey

Notwithstanding anything to the contrary set forth in any of the Company's previous or future filings under the Securities Act, or the Exchange Act, that might incorporate by reference this Proxy Statement or future filings made by the Company under those statutes, the Compensation Committee Report and the Audit Committee Report are not deemed filed with the SEC and shall not be deemed incorporated by reference into any of those prior filings or into any future filings made by the Company under those statutes.

COMPENSATION PROGRAMS AND RISK MANAGEMENT

The Compensation Committee has considered whether any of its compensation programs and policies are reasonably likely to have a material adverse effect on the Company. The Company's compensation programs and policies mitigate risk by combining performance-based, long-term compensation elements with payouts that are highly correlated to the value delivered to shareholders. The combination of performance measures for annual bonuses and the equity compensation programs, maximum potential bonus payments, as well as the multi-year vesting schedules for restricted stock units, encourage employees to maintain both a short- and a long-term view with respect to Company performance. For these reasons, the Committee has determined that its compensation programs and policies are not reasonably likely to have a material adverse effect on the Company.

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EXECUTIVE COMPENSATION

The table below summarizes the total compensation paid or earned by each of our named executive officers for the fiscal years ended April 30, 2015, 2014 and 2013:

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary($)	Stock Awards($)[1]	Option Awards($)[2]	Non-equity Incentive Plan Compensation($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings($)[3]	All Other Compensation($)(4)	Total($)
Robert J. Myers,	2015	$1,050,000	$1,894,559	$—	$ 315,000	$ 101,101	$ 41,126	$3,401,786
Chairman and Chief	2014	$970,000	$373,450	$—	$ 305,550	$ 38,952	$ 38,720	$1,726,672
Executive Officer	2013	$880,000	$—	$—	$ —	$ 278,745	$ 36,846	$1,195,591
Terry W. Handley,	2015	$700,000	$553,006	$—	$ 210,000	$—	$ 48,295	$1,511,301
President and Chief	2014	$575,000	$221,375	$—	$ 181,125	$—	$ 44,001	$1,021,501
Operating Officer	2013	$500,000	$—	$—	$ —	$—	$ 42,450	$542,450
William J. Walljasper,	2015	$520,000	$420,370	$—	$ 156,000	$—	$ 45,263	$1,141,633
Senior Vice President Chief	2014	$490,000	$188,650	$—	$ 154,350	$—	$ 41,848	$874,848
Financial Officer	2013	$450,000	$—	$—	$ —	$—	$ 38,911	$488,911
Sam J. Billmeyer,	2015	$520,000	$417,360	$—	$ 156,000	$—	$ 34,069	$1,127,429
Senior Vice President –	2014	$480,000	$184,800	$—	$ 151,200	$—	$ 34,276	$850,276
Logistics and Acquisitions	2013	$440,000	$—	$—	$ —	$—	$ 33,602	$473,602
Julia L. Jackowski,	2015	$490,000	$386,030	$—	$ 147,000	$—	$ 45,006	$1,068,036
Senior Vice	2014	$450,000	$173,250	$—	$ 141,750	$—	$ 43,166	$808,166
President –Corporate Counsel	2013	$400,000	$—	$—	$ —	$—	$ 37,426	$437,426
And Human Resources								

(1) The amounts set forth represent the value of restricted stock units that vested during the fiscal year indicated, and restricted stock awarded under the annual incentive compensation programs approved for the 2014 and 2015 fiscal years.

(2) No stock options have been awarded to the named executive officers during the indicated fiscal years.

(3) The amounts indicated reflect the change in the present value of the future benefits payable to Mr. Myers under his employment agreement.

(4) The amounts indicated under All Other Compensation for the 2015 fiscal year are detailed below:

Name	401K Plan Matching Contribution	Life Insurance Premiums	Health and Disability Premiums	Automobile Expense	Total
Robert J. Myers	$16,486	$9,978	$1,346	$13,316	$41,126
Terry W. Handley	$17,158	$108	$20,983	$10,046	$48,295

William J. Walljasper	$16,161	$108	$19,255	$9,739	$45,263
Sam J. Billmeyer	$16,154	$108	$9,480	$8,327	$34,069
Julia L. Jackowski	$16,356	$108	$18,329	$10,213	$45,006

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Grants of Plan-Based Awards in Fiscal 2015

The following table sets forth information for each named executive officer with respect to the estimated payments under the annual incentive compensation program that could have been earned for the 2015 fiscal year. As described under "2015 Fiscal Year Results" on page 22, a 100% award was earned under the annual incentive plan for the 2015 fiscal year.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards1			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
		Threshold	Target	Maximum	Threshold	Target	Maximum				
Robert J. Myers		78,750	315,000	315,000	26,250	315,000	735,000	—	—	—	—
Terry W. Handley		52,500	210,000	210,000	17,500	210,000	490,000	—	—	—	—
William J. Walljasper		39,000	156,000	156,000	13,000	156,000	364,000	—	—	—	—
Sam J. Billmeyer		39,000	156,000	156,000	13,000	156,000	364,000	—	—	—	—
Julia L. Jackowski		36,750	147,000	147,000	12,250	147,000	343,000	—	—	—	—

(1) Represents possible payment amounts under the Company's annual incentive compensation program for the 2015 fiscal year. The awards earned under the plan in 2015 were equal to 100% of base salary, of which 30% was paid in cash and 70% in shares of restricted stock subject to a three-year holding requirement.

Narrative to the Summary Compensation Table and the
Grants of Plan-Based Awards Table

Myers Employment Agreement

On April 16, 2010, the Company entered into a new employment agreement with Mr. Myers. The employment agreement, which was amended on December 18, 2012, generally provides for the continued employment of Mr. Myers as President and Chief Executive Officer through April 30, 2016 (the "Term"), unless sooner terminated in accordance with the employment agreement. The agreement provides that during the Term, the Company will pay Mr. Myers a base salary at an annual rate of $660,000, or such other greater amount as shall be determined by the Committee (during the 2015 fiscal year, Mr. Myers was paid a base salary of $1,050,000). Mr. Myers also is eligible to participate in all employee benefit plans and programs generally available to the Company's senior officers and employees. In addition, the Company will continue in force during the Term a 10-year level premium term life insurance policy with a death benefit of $1,000,000 that insures the life of Mr. Myers, and that is payable upon his death to a beneficiary designated by him. Following expiration of the Term, the Company will assign ownership of such policy to Mr. Myers, if he so requests, and Mr. Myers will thereafter be responsible for the payment of the associated premiums.

Commencing on January 1 of the year following termination of Mr. Myers' employment and continuing for a period of ten years thereafter or until the death of Mr. Myers and his spouse, if earlier, the Company will pay an annual retirement benefit to Mr. Myers (or his spouse, in the event of his death during said period) equal to one-half of the average of his base salary (not including any bonus payments) for the last three years of his employment by the Company as President and Chief Executive Officer, but such amount will not exceed $330,000 per year.

Under our employment agreement with Mr. Myers, we may terminate the employment of Mr. Myers with or without cause at any time. For this purpose, the term “cause” means unsatisfactory performance, inattention to duty, excessive absenteeism, incompetence, misconduct in the performance of duties, embezzlement, fraud, commission of a criminal act, insubordination, personal or professional conduct which may bring public embarrassment or disgrace to the Company, a

violation of the Company's Code of Business Conduct and Ethics or the Code of Ethics for the Chief Executive Officer and Senior Financial Officers (each as may be amended from time to time), or failure to cooperate with an investigation conducted by the Company or by local, state or federal law enforcement authorities. In the event of a termination for cause, the Company would be obligated to pay Mr. Myers his base salary through the date of such termination. In the event of termination without cause, we are obligated to pay Mr. Myers his base salary through the date of termination, and then for a period of 12 months following the date of such termination, conditioned upon Mr. Myers complying with the non-competition and non-solicitation provisions in his employment agreement and his execution of a release of claims. In the event Mr. Myers terminates his employment of his own volition prior to the end of the employment agreement, the Company's severance obligation to Mr. Myers is to pay his base salary to him through the date of voluntary termination. With respect to any termination of employment other than in connection with a "change of control", any rights and benefits Mr. Myers may have under the employee benefit plans of the Company will be determined in accordance with the terms and provisions of such plans and programs, and he will remain entitled to receive his vested annual retirement benefits under his employment agreement, as described above.
In the event of a "change of control" of the Company, the employment agreement would terminate and Mr. Myers would become entitled to all of the payments and benefits set forth in his existing change of control severance agreement with the Company, as described below, except that Mr. Myers also would remain entitled to the life insurance and his vested annual retirement benefits under his employment agreement.

The employment agreement also contains provisions requiring Mr. Myers to maintain in confidence any confidential information and trade secrets of the Company obtained by him during the term of the agreement, and also restricts his employment in competition with the Company for a period of ten years following his termination of employment with the Company.

If Mr. Myers' severance subjects him to a golden parachute excise tax, he is not entitled to any "gross-up" to reimburse him for the excise tax. Furthermore, the Company may reduce any payment if it would be non-deductible by the Company for federal income tax purposes because of Section 280G of the Internal Revenue Code. As a result of Section 409A of the Internal Revenue Code, severance payments may be delayed for six months after termination of employment.

Change of Control Severance Agreements

We maintain change of control severance agreements with all of our named executive officers and eleven other officers. Under the terms of these agreements, upon termination within two years following a "change of control" of the Company for (a) reasons other than "cause", death or disability or (b) by the executive for "good reason", the executive would become entitled to receive certain payments and benefits. Upon such a termination of employment, the executive will be entitled to the following: (i) a lump sum cash severance payment in an amount equal to the sum of (w) to the extent not already paid, the executive's base salary through the date of termination, (x) a pro rata portion of the highest annual bonus received by the executive during the two preceding years, (y) three times the sum of the executive's annual base salary and the highest annual bonus received by the executive during the two preceding years and (z) in the case of compensation previously deferred by the executive, all amounts previously deferred (together with any accrued interest thereon) and not yet paid by Casey's, and any accrued vacation pay not yet paid by Casey's; and (ii) continuation of benefits, including health insurance and life insurance, for the executive and/or the executive's family for two years (or such longer period as any plan, program, practice or policy may provide). If any of the severance subjects a named executive officer to a golden parachute excise tax, he or she is not entitled to any "gross-up" to reimburse him or her for the excise tax. Furthermore, the Company may reduce any payment if it would be non-deductible by the Company for federal income tax purposes because of Section 280G of the Internal Revenue Code. The Company may defer any termination payments for six months if the amount payable is determined by the Company to be deferred compensation, the payment of which is required to be delayed pursuant to the six month delay rule of Section 409A of the Internal Revenue Code of 1986, as amended.

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The change of control severance agreements contain the following definitions:
“cause” means (i) an act or acts of personal dishonesty taken by the employee and intended to result in substantial personal enrichment of the employee at the expense of the Company, (ii) repeated violations by the employee of the employee’s obligations under the agreement which are demonstrably willful and deliberate on the employee’s part and which are not remedied in a reasonable period of time after receipt of written notice from the Company or (iii) the conviction of the employee of a felony.
“change of control” means (i) the acquisition (other than from the Company) by any person, entity or “group”, within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act (excluding, for this purpose, the Company or its subsidiaries, or any employee benefit plan of the Company or its subsidiaries which acquires beneficial ownership of voting securities of the Company), of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act), of 20% or more of either the then outstanding shares of Common Stock or the combined voting power of the Company’s then outstanding voting securities entitled to vote generally in the election of directors, unless such beneficial ownership was acquired as a result of an acquisition of shares of Common Stock by the Company which, by reducing the number of shares outstanding, increases the proportionate number of shares beneficially owned by such person, entity or “group” to 20% or more of the Common Stock then outstanding; provided, however, that if a person, entity or “group” becomes the beneficial owner of 20% or more of the Common Stock then outstanding by reason of share purchases by the Company and, after such share purchases by the Company, becomes the beneficial owner of any additional shares of Common Stock, then such person, entity or “group” will be deemed to have acquired beneficial ownership of 20% or more of the Common Stock; or (ii) individuals who, as of the date of the change of control severance agreement, constitute the Board of Directors (the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board, provided that any person becoming a director subsequent to the date of the change of control severance agreement whose election, or nomination for election by the Company’s shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board (other than an election or nomination of an individual whose initial assumption of office is in connection with an actual or threatened election contest relating to the election of the directors of the Company, as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) will be, for purposes of the change of control severance agreement, considered as though such person were a member of the Incumbent Board; or (iii) consummation of a reorganization, merger or consolidation to which the Company is a party, in each case, with respect to which persons who were the shareholders of the Company immediately prior to such reorganization, merger or consolidation do not, immediately thereafter, own more than 50% of the combined voting power entitled to vote generally in the election of directors of the reorganized, merged or consolidated company’s then outstanding voting securities, or a liquidation or dissolution of the Company or of the sale of all or substantially all of the assets of the Company.
“good reason” means (i) the assignment to the employee of any duties inconsistent in any respect with the employee’s position (including status, offices, titles and reporting requirements), authority, duties or responsibilities of such employee, which are set forth in the change of control severance agreement, or any other action by the Company which results in a diminution in such position, authority, duties or responsibilities; (ii) any failure by the Company to comply with any of the compensation provisions of the change of control severance agreement; (iii) the Company’s requiring the employee to be based at any office or location other than location where the employee was employed immediately preceding the date of the change of control; (iv) any purported termination by the Company of the employee’s employment otherwise than as expressly permitted by the change of control severance agreement; or (v) any failure by the Company to have a successor expressly assume and perform the change of control severance agreement.
Grant of Plan-Based Awards
In recent years, the named executive officers have been eligible to receive an award under the Company’s annual incentive compensation program for each fiscal year. The award has been calculated as a percentage of the executive’s base salary and based on the achievement of specific goals for two financial metrics chosen by the Committee and approved by the

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Board. The target for the incentive compensation award for the 2015 fiscal year was 60% of base salary, with a maximum award of 100% of base salary. For a description of the annual incentive compensation program, and the procedures followed in setting goals and compensation levels, please see “Compensation Discussion and Analysis—Components of Compensation—Annual Incentive Compensation Program”.

In June 2011, grants of stock options to purchase the Company’s common stock were made under the Company’s 2009 Stock Option Plan. For a description of the treatment of the stock options granted to the named executive officers in connection with a termination of their employment or a change of control of the Company, please see “Potential Payments Upon Termination or Change of Control”.

The stock options granted in June 2011 may not be exercised for three years from the date of grant and expire 10 years from the date of grant. The restricted stock units awarded in June 2012, June 2013 and June 2014 also have a three-year vesting requirement. The exercise price of the stock options cannot be less than the fair market value of the Company’s common stock on the date of grant. In addition, holders of the stock options and restricted stock units do not receive dividends or dividend equivalents or have any voting rights with respect to the shares of the Company’s common stock underlying the stock options or restricted stock unit awards.

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Outstanding Equity Awards at 2015 Fiscal Year-End

		Option Awards				Stock Awards	
Name(s)	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(1)	Market Value of Shares or Units of Stock That Have Not Vested ($)(2)
Robert J. Myers	—	—	—	—	—	12,149	$998,405
Terry W. Handley	6/25/2007	8,500	—	26.92	6/25/2017	9,678	$795,338
	6/23/2009	20,000	—	25.26	6/23/2019		
	6/23/2011	20,000	—	44.39	6/23/2021		
William J. Walljasper	6/23/2009	20,000	—	25.26	6/23/2019	9,536	$783,668
	6/23/2011	20,000	—	44.39	6/23/2021		
Sam J. Billmeyer	—	—	—	—	—		