

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT
OF 1934

Date of Report (Date of earliest event reported): March 6, 2019

JACK IN THE BOX INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation)

1-9390

(Commission File
Number)

95-2698708

(I.R.S. Employer Identification
Number)

9330 BALBOA AVENUE, SAN DIEGO, CA
(Address of principal executive offices)

92123
(Zip Code)

(858) 571-2121

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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

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

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

Emerging growth company

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

ITEM 1.01 ENTRY INTO MATERIAL DEFINITIVE AGREEMENT

As part of its ongoing discussions with JANA Partners LLC (“JANA”), on March 6, 2019, the Company and JANA entered into Amendment No. 2 (the “Amendment”) to the Cooperation Agreement between the Company and JANA dated October 29, 2018 (as previously amended by Amendment No. 1 thereto dated January 4, 2019, the “Cooperation Agreement”). The Amendment extends to April 30, 2019 the deadline for appointing two New Independent Directors to the Company’s Board of Directors pursuant to the Cooperation Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated into this Item 1.01 by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following exhibit is filed as part of this report:

Exhibit

| <u>No.</u> | <u>Description</u> |
|----------------------|---|
| 10.1 | Amendment No. 2 to Cooperation Agreement, dated as of March 6, 2019, between Jack in the Box Inc. and JANA Partners LLC |

SIGNATURES

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

JACK IN THE BOX INC.

By: /s/ Lance Tucker
Lance Tucker
Executive Vice President
Chief Financial Officer
(Principal Financial Officer)
(Duly Authorized Signatory)
Date: March 6, 2019

AMENDMENT NO. 2 TO COOPERATION AGREEMENT

THIS AMENDMENT NO. 2 TO COOPERATION AGREEMENT (this "Amendment") is entered into as of March 6, 2019, by JANA Partners LLC ("JANA") and Jack in the Box Inc. (the "Company").

RECITALS

WHEREAS, the Company and JANA entered into that certain Cooperation Agreement, dated October 29, 2018, as amended by Amendment No. 1 thereto dated January 4, 2019 (the "Agreement"; capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Agreement).

WHEREAS, the Company and JANA desire hereby to amend the Agreement in the manner set forth herein.

NOW, THEREFORE, in consideration of the foregoing recitals, the covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendment. The Agreement is hereby amended as follows:
 - a. All references in the Agreement to "March 15, 2019" are replaced with references to "April 30, 2019".
 - b. All references in the Agreement to the 2019 Annual Meeting, and all provisions of the Agreement relating to actions to be taken at or in respect of the 2019 Annual Meeting, are deleted.
2. Ratification of Agreement. Except as set forth herein, the Agreement shall remain unmodified and in full force and effect.
3. Successors. This Amendment shall be binding on and inure to the benefit of each party and its successors.
4. Governing Law. This Amendment shall be interpreted, governed, and construed under the laws of the State of Delaware without regard to the conflicts of laws principles thereof.
5. Counterparts. This Amendment may be executed in two or more counterparts either manually or by electronic or digital signature (including by facsimile or email transmission), each of which shall be deemed an original and which together shall constitute a single agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, each of the parties hereto has executed this Agreement, or caused the same to be executed by its duly authorized representative as of the date first above written.

JACK IN THE BOX INC.

By: /s/ Phillip Rudolph
Name: Phillip Rudolph
Title: Executive Vice President, Chief Legal & Risk Officer and Corporate Secretary

JANA PARTNERS LLC

By: /s/ Charles Penner
Name: Charles Penner
Title: Partner

Signature Page to Amendment No. 2 to Cooperation Agreement