



July 13, 2012

To Our Valued Stockholders:

At the outset of fiscal 2012, we introduced long-term annual earnings per share growth guidance of 7 to 10 percent. We believe adhering to the following three strategic pillars has positioned us well to deliver on that objective:

- Transform core businesses to enable expansion;
- Invest in internal and external high return on invested capital growth opportunities; and
- Create *stockholder* value through disciplined capital allocation, including investments in fixed assets, as well as strong dividend and share repurchase programs.

With those strategic pillars guiding our daily decisions, fiscal 2012 was another year of progress for Bob Evans Farms due to continued discipline in executing our five Brand Builders:

- Win Together as a Team;
- Consistently Drive Sales Growth;
- Improve Margins with an Eye on Guest Satisfaction;
- Be the Best at Operations Execution; and
- Increase Returns on Invested Capital.

This approach, coupled with our pay-for-performance culture, enabled us to deliver adjusted results at the higher end of our earnings guidance range for fiscal 2012, our fifth consecutive year of high single-digit earnings per share growth. We also continued to reduce debt and returned nearly \$100 million to stockholders in the form of dividends and share repurchases, while investing in important growth projects. Over the past five years, we have created more than \$500 million in stockholder value through dividends, share repurchase programs and debt repayment.

We have generated consistent earnings growth in recent years primarily through implementing cost reductions and operational improvements in each of our businesses. As we look to fiscal 2013, we believe our company is at an exciting inflection point where we expect to leverage operational excellence *with* profitable top-line growth.

We have never been better positioned for growth. However, we will not pursue growth for growth's sake. We are a company dedicated to maximizing return on invested capital, and we only pursue growth where it is in the best interest of our stockholders. Our ongoing investments in the Farm-Fresh Refresh program at Bob Evans Restaurants; the optimization of our manufacturing capabilities at Bob Evans Foods; and selective expansion into new geographies, markets, and product categories reflect this dedication. Our track record also shows that businesses, product lines, or assets not delivering on our return on invested capital expectations, are either successfully restructured, or they are divested.

Our founder, Bob Evans, was a man driven by an entrepreneurial spirit who sought out and capitalized on opportunities to generate consistent profitable growth. He grew the company by providing not only high-quality products at a fair price, but through constant innovation that yielded new products and distribution channels. He believed this was the right approach to grow sales and create opportunities that benefitted his customers, employees, communities, and, of course, stockholders. We could not agree more. Our teams are dedicated to driving profitable growth in core businesses, as well as innovating to grow the company in exciting *new* ways. As our customers' needs change, our brands are innovating to meet and exceed their expectations.

We are confident about capitalizing on the growth opportunities ahead to enhance stockholder value. It is important to point out that although growth usually requires change, we feel confident about the future because of what has not changed — our priorities and our discipline. We thank you for your support, and look forward to continuing a dialog with you throughout fiscal 2013.

Sincerely,

A handwritten signature in black ink that reads "Steven A. Davis". The signature is written in a cursive, flowing style.

Steven A. Davis
Chairman of the Board and Chief Executive Officer

Columbus, Ohio
July 13, 2012



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

August 22, 2012 ~

10:00 a.m. Eastern Time

Bob Evans Farms, Inc., Dan Evans Center for Excellence
3700 S. High Street,
Columbus, Ohio 43207

Dear Stockholder:

We invite you to attend the 2012 Annual Meeting of Stockholders of Bob Evans Farms, Inc. (the "Company"). The meeting will be held on Wednesday, August 22, 2012, at 10:00 a.m. Eastern Time at the Bob Evans Farms, Inc. Dan Evans Center for Excellence, 3700 S. High Street, Columbus, Ohio 43207. A map is included on the back cover of the proxy statement. Doors will open at 9:30 a.m. Business for the meeting includes:

1. Electing the seven director nominees named in our proxy statement;
2. Approving the advisory resolution on executive compensation;
3. Ratifying the selection of Ernst & Young LLP as our independent registered public accounting firm;
and
4. Transacting other business that may properly come before the meeting, if any.

We have not received notice of any other matters that may be properly presented at the meeting. The Board of Directors has set June 29, 2012, as the record date for the meeting. This means that only stockholders of record at the close of business on that date are entitled to vote in person or by proxy at the meeting.

Your vote is very important. Please vote as soon as possible, even if you plan to attend the annual meeting.

By Order of the Board of Directors,

A handwritten signature in black ink that reads "Colin M. Daly".

Colin M. Daly
Senior Vice President, General Counsel and
Corporate Secretary

Columbus, Ohio
July 13, 2012

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3776 S. High St.
Columbus, Ohio 43207

PROXY STATEMENT

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

When and where will the annual meeting be held?

The annual meeting will be held on Wednesday, August 22, 2012, at 10:00 a.m. Eastern Time, at the Bob Evans Farms, Inc. Dan Evans Center for Excellence, which is located at 3700 S. High Street, Columbus, Ohio 43207.

Why did I receive these proxy materials?

You have received these proxy materials because our Board of Directors (our "Board") is soliciting a proxy to vote your shares at our 2012 Annual Meeting of Stockholders. This proxy statement contains information that we are required to provide to you under the rules of the Securities and Exchange Commission (the "SEC") and that is intended to assist you in voting your shares.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

As permitted by SEC rules, we are making this proxy statement and annual report available to our stockholders electronically through the Internet. On or about July 13, 2012, we began mailing to our stockholders of record at the close of business on June 29, 2012, a Notice of Internet Availability of Proxy Materials (the "Notice"), which contains instructions on how to access this proxy statement and our annual report online. If you received a Notice by mail, you will not receive printed copies of our proxy materials in the mail unless you request them. Instead, the Notice has instructions on how you can access and review all of the important information contained in the proxy statement and annual report through the Internet. The Notice also contains instructions on how you may submit your proxy through the Internet. If you received a Notice in the mail and would like to receive printed copies of our proxy materials, you should follow the instructions included in the Notice for requesting them.

How can I get electronic access to the proxy materials?

If you received your annual meeting materials by mail, we strongly encourage you to conserve natural resources and help reduce our printing and processing costs by signing up to receive future proxy materials via e-mail or the Internet. The Notice will provide you with instructions on how to:

- view our proxy materials for the annual meeting on the Internet; and
- instruct us to send our future proxy materials to you electronically by e-mail.

If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy-voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

Who may vote at the annual meeting?

Our Board has set June 29, 2012, as the record date for the annual meeting. This means that only stockholders of record at the close of business on that date are entitled to vote at the annual meeting or any

adjournment(s) of the annual meeting. At the close of business on June 29, 2012, there were 28,065,068 shares of our common stock, par value \$.01 per share, outstanding. Each share of common stock entitles the holder to one vote on each item to be voted upon at the annual meeting.

How do I vote?

If you are a stockholder of record, you can vote in person at the annual meeting or by proxy. There are three ways to vote by proxy:

- Internet — You can vote over the Internet at *www.proxyvote.com*;
- Telephone — If you are located in the United States, you may vote by telephone by calling (800) 690-6903; or
- Mail — If you received your proxy materials by mail, you can vote by mail by completing, signing and dating the enclosed proxy card and returning it promptly in the envelope provided.

The deadline for voting through the Internet or by telephone is 11:59 p.m. Eastern Time, on August 11, 2012. If you vote through the Internet, you may incur costs associated with electronic access, such as usage charges from Internet access providers and telephone companies.

If you hold your shares in street name through an organization such as a broker, you should follow the voting instructions provided to you by the organization that holds your shares. If you plan to attend the annual meeting and vote in person, ballots will be available. If your shares are held in street name you must bring an account statement or a letter from the organization that holds your shares indicating that you were the beneficial owner of the shares on June 29, 2012.

What if my shares are held through our 401(k) plan?

If you participate in our 401(k) plan and have money invested in the Bob Evans Farms, Inc. common stock fund, you will receive a card where you can instruct the trustee of our 401(k) plan how to vote your shares. If you do not instruct the trustee how to vote, then the shares you hold through the 401(k) plan will not be voted.

How will my shares be voted?

If you vote by mail, through the Internet, by telephone or in person, your shares will be voted as you direct. If you submit a valid signed proxy prior to the annual meeting, but do not complete the voting instructions, your shares will not be voted at the annual meeting.

We recommend you vote “**For**” the following:

- Election of each of the director nominees listed under “Proposal 1 — Election of Directors;”
- Approving the advisory resolution on executive compensation; and
- Ratifying the selection of Ernst & Young LLP as our independent registered public accounting firm.

Can other matters be decided at the annual meeting?

On the date this proxy statement was printed, we did not know of any matters to be raised at the annual meeting other than those included in this proxy statement. If you submit a valid proxy and other matters are properly presented for consideration at the annual meeting, then the individuals appointed as proxies by our Board will have the discretion to vote on those matters for you.

May I revoke or change my vote?

Yes, you may revoke or change your vote in any of the following ways:

- sending written notice to our Corporate Secretary at 3776 S. High St., Columbus, Ohio 43207, which must be received prior to the annual meeting;

- submitting a later-dated proxy, which we must receive prior to the annual meeting;
- casting a new vote through the Internet or by telephone before 11:59 p.m. Eastern Time, on August 21, 2012; or
- attending the annual meeting and revoking your proxy in person if you are the stockholder of record of your shares.

If your shares are held in street name by an organization such as a broker and you wish to revoke your proxy, you should follow the instructions provided to you by the organization that holds your shares. If your shares are held in street name and you wish to revoke your proxy in person at the meeting, you must bring an account statement or letter from the organization that holds your shares indicating that you were the beneficial owner of the shares on June 29, 2012. Attending the annual meeting will not, by itself, revoke your proxy.

Who pays the cost of proxy solicitation?

We will pay the expenses of soliciting proxies, other than the Internet access and telephone usage charges you may incur if you access our proxy materials or vote through the Internet. Our employees, as well as employees of our proxy solicitor, Innisfree M&A, may solicit proxies by further mailings, by telephone, electronic mail, facsimile or by personal contact. Our employees will not receive any additional compensation for these solicitations. We have agreed to compensate Innisfree M&A approximately \$12,500, plus reimbursement of expenses for their services to aid in the solicitation of proxies with respect to shares held by broker/dealers, financial institutions, and other custodians, fiduciaries and nominees. We may, however, pay additional sums to Innisfree M&A if deemed necessary to assist in this solicitation. We will also pay the standard charges and expenses of brokers, banks and other stockholders of record for forwarding proxy materials to the beneficial owners of our stock.

What constitutes a quorum?

We must have a quorum at the annual meeting in order to vote on the proposals. Under our Bylaws, a quorum is the presence at the annual meeting, in person or by proxy, of a majority of the outstanding shares of common stock entitled to vote at the annual meeting. Abstentions and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum.

What is the difference between holding shares as a “stockholder of record” and as a “beneficial owner?”

If your shares are registered directly in your name, you are considered the “stockholder of record” of those shares. We sent the Notice directly to all stockholders of record. Alternatively, if your shares are held in an account at a broker, brokerage firm, bank, broker-dealer or other similar organization, which is sometimes called “street name,” then you are the “beneficial owner” of those shares, and our Notice was forwarded to you by that organization. The organization holding your shares is the “stockholder of record” for purposes of voting the shares at the annual meeting. As the beneficial owner, you have the right to direct that organization on how it should vote the shares held in your account by following the voting instructions the organization provides to you.

What is a “Broker Non-Vote?”

A “broker non-vote” occurs when a stockholder holds our shares in “street name” through a broker or similar organization, and the stockholder does not provide the broker with instructions on how to vote the shares on “non-routine” matters. Brokers cannot vote your shares on non-routine matters, such as the election of our directors, unless they receive instructions from you on how to vote.

Which proposals are “non-routine?”

We have several proposals this year which are considered “non-routine” where a broker can only vote your shares if it receives instructions from you. They are our election of directors and the advisory resolution on executive compensation, as described in this proxy statement.

Your broker will send you directions on how to instruct them to vote your shares. If you want to vote on these non-routine items, you must instruct your broker on how to vote your shares.

What are the voting requirements for the proposals discussed in the proxy statement?

Proposal 1 — Election of Directors

Our Bylaws require majority voting for uncontested director elections. This means that a majority of the votes cast at the annual meeting with respect to that director's election must be voted "for" the election of the director nominee in order for that nominee to be elected. Abstentions and broker non-votes will not be counted as votes "For" or "Against" the election of the director.

This is a non-routine proposal. If your common stock is held in street name, you must instruct your broker how to vote your shares on this proposal. Otherwise, your shares will not be voted on this proposal.

Proposal 2 — Approving the Advisory Resolution on Executive Compensation

This advisory vote is non-binding but the Board and the Compensation Committee will give careful consideration to the results of voting on this proposal. The approval of the advisory resolution on executive compensation requires the affirmative vote of a majority of votes cast. Broker non-votes will not be treated as votes cast. Abstentions will not be counted as votes "For" or "Against" the proposal.

This is a non-routine proposal. If your common stock is held in street name, you must instruct your broker how to vote your shares on this proposal. Otherwise, your shares will not be voted on this proposal.

Proposal 3 — Ratification of Selection of Independent Registered Public Accounting Firm

Ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm requires at least the majority of the shares of our common stock present at the annual meeting be voted "for" the ratification. Abstentions will have the same effect as votes against the proposal. Broker non-votes are counted towards a quorum, but are not counted for any purpose in determining whether the selection of Ernst & Young LLP has been ratified.

This is a routine proposal. If your common stock is held in street name, you must instruct your broker how to vote your shares on this proposal. Otherwise, your shares will not be voted on this proposal.

What is "householding" and how does it affect me?

We have adopted a procedure approved by the SEC called "householding." This procedure reduces our printing costs and postage fees. Under this procedure, stockholders of record who share the same address and last name will receive only one copy of the Notice and/or one set of our proxy materials, unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. Stockholders who participate in householding will continue to have separate proxies and have the right to vote separately. Also, householding will not affect the payment of dividends in any way.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of our Notice or proxy materials and you wish to receive only a single copy of these documents for your household, please contact our transfer agent, American Stock Transfer, at (866) 714-7298. If you currently participate in householding and wish to receive a separate copy of our Notice or proxy materials, now and in the future, we will send you a separate copy upon your written request to American Stock Transfer.

If you hold your common stock in street name, please contact your broker for information on householding.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the stockholders known to us to be the beneficial owners of more than five percent of our outstanding common stock as of July 1, 2012 based upon the public filings on Schedule 13G and 13F made by such stockholders and as of the date of their filings. The percent of class is based upon our having 28,065,068 shares of our common stock outstanding as of July 1, 2012.

Stock Ownership of Certain Beneficial Owners Table

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership(1)</u>	<u>Percent of Class</u>
Dimensional Fund Advisors LP Palisades West, Building One 6300 Bee Cave Road Austin, Texas 78746	2,170,051(2)	7.4%
River Road Asset Management, LLC 462 South Fourth Street, Suite 1600 Louisville, Kentucky 40207	1,734,647(3)	5.9%
Vanguard Group, Inc. PO Box 2600 Valley Forge, Pennsylvania 19482	1,726,596(4)	5.3%

- (1) Unless otherwise indicated, the beneficial owner has sole voting and investment power with respect to the common stock reflected in the table.
- (2) Based on information contained in Dimensional Fund Advisors LP's Schedule 13G filed with the SEC on February 9, 2012, and its Schedule 13F-HR filed on May 7, 2012 for its holding as of March 31, 2012.
- (3) Based on information contained in River Road Asset Management, LLCs Schedule 13G filed with the SEC on February 9, 2012, and its Schedule 13F-HR filed on April 20, 2012 for its holding as of March 31, 2012.
- (4) Based on information contained in Vanguard Group, Inc.'s Schedule 13GA filed with the SEC on February 9, 2012 and its Schedule 13F-HR filed on May 14, 2012 for its holding as of March 31, 2012.

The following table summarizes, as of July 1, 2012, the amount of our common stock beneficially owned by each director, each individual named in the “Summary Compensation Table,” and by all of our current directors and executive officers as a group:

Stock Ownership of Directors and Management Table

<u>Name of Beneficial Owner or Group</u>	Amount and Nature of Beneficial Ownership (1)			<u>Percent of Class(2)</u>
	<u>Common Shares Presently Held</u>	<u>Common Shares Which Can Be Acquired Upon Exercise of Options Exercisable Within 60 Days</u>	<u>Total</u>	
Larry C. Corbin(4)	201,704(5)	3,179	204,883	*
Steven A. Davis(3)(4)	337,439	0	337,439	1.2%
Michael J. Gasser(4)	42,263	3,179	45,442	*
E. Gordon Gee(4)	1,673	3,179	4,852	*
E.W. (Bill) Ingram III(4)	39,823	0	39,823	*
Cheryl L. Krueger(4)	22,392	3,179	25,571	*
G. Robert Lucas II(4)	23,268(6)	3,179	26,447	*
Eileen A. Mallesch(4)	13,080	0	13,080	*
Bryan G. Stockton(4)	18,739	3,179	21,918	*
Paul S. Williams(4)	10,530	0	10,530	*
Harvey Brownlee(3)	45,397	0	45,397	*
Paul F. DeSantis(3)	19,056	0	19,056	*
Randall L. Hicks(3)	50,018(7)	0	50,018	*
Mark A. Mears(3)	15,058	0	15,058	*
All current executive officers and directors as a group (20 persons)	993,065(8)	19,074	1,012,139	3.6%

* Represents ownership of less than one percent of our outstanding common stock.

- (1) Unless otherwise indicated, the beneficial owner has sole voting and investment power with respect to all of the shares of common stock reflected in the table. All fractional shares have been rounded to the nearest whole share.
- (2) The percent of class is based on 28,065,068 shares of common stock outstanding on July 1, 2012, and includes the number of shares of common stock that the named person has the right to acquire beneficial ownership of upon the exercise of stock options exercisable within 60 days of July 1, 2012.
- (3) Executive officer listed in the Summary Compensation Table.
- (4) Member of our Board of Directors.
- (5) Includes 2,321 shares of common stock held by Mr. Corbin’s spouse, as to which she has sole voting and investment power.
- (6) Includes 4,115 shares held in a defined benefit pension plan rollover account over which Mr. Lucas, in his capacity as trustee of the account, has sole voting and investment power.
- (7) Includes six shares of common stock held by Mr. Hicks as custodian for the benefit of his son.
- (8) See notes (5), (6), and (7) above.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934 (“Exchange Act”) requires that our directors and executive officers and any person or entity holding more than 10 percent of our outstanding common stock report their initial ownership of our common stock, and any subsequent changes in their ownership, to the SEC. Specific due dates have been established by the SEC, and we are required to disclose in this proxy statement any late reports.

We believe, based on a review of (1) Section 16(a) ownership reports filed on behalf of these individuals for their transactions during fiscal 2012 and (2) documentation received from one or more of these individuals that no annual Form 5 reports were required to be filed for them for fiscal 2012, that all SEC filing requirements were met.



Back Row: Ms. Mallesch, Mr. Corbin, Mr. Ingram, Ms. Krueger, Mr. Williams, Dr. Gee, and Mr. Lucas. Sitting: Mr. Gasser, Mr. Davis, and Mr. Stockton.

PROPOSAL 1 — ELECTION OF DIRECTORS

Size and Structure of the Board of Directors

We are proud of the quality, experience, independence and diversity of our Board of Directors. Many of our directors possess restaurant and food products experience, global experience and experience as officers, directors and committee members of large and complex publicly traded companies. Their combined experiences and skill sets bring to the Board and our Company strong capabilities in the areas of strategy, leadership, operating performance and governance.

Our Bylaws state that the number of directors will be determined by the Board, which has set the number at ten. Based on our Bylaws, the directors are elected annually. As we changed from a “classified board” to annual elections in 2011, we currently have seven directors who will be elected this year, and three directors who are serving their last year of a three year term. Beginning with the Annual Meeting of Stockholders to be held in 2013, all directors will be elected to one-year terms.

The shares of common stock represented by all valid proxies will be voted as instructed. We believe that all of the nominees will be available and able to serve if elected to the Board. However, if a nominee becomes unavailable or unable to serve, the individuals selected by the Board as proxies will have discretion to vote for the remaining nominees, as well as any person nominated as a substitute by the Board.

Board Leadership Structure

We are led by Mr. Davis, who has served as our Chief Executive Officer since May 2006 and as Chairman of the Board of Directors since November 2006. Our Board is comprised of eight independent directors and two non-independent directors — Messrs. Davis and Corbin. Further, we have a “Lead Independent Director,” a position established in 2002 and currently held by Mr. Gasser, an independent director. In addition to other duties more fully described in our Corporate Governance Principles, the Lead Independent Director is responsible for:

- Providing direction to the Chairman in the areas of strategy, leadership, operating performance and governance;
- Providing direction to the Chairman regarding an appropriate schedule for Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with our operations;
- Approving with the Chairman the agenda and schedules for each Board meeting with the understanding that agenda items requested on behalf of the independent directors will be included in the agenda;
- Advising the Chairman as to the quality, quantity and timeliness of the flow of information from management that is necessary or appropriate for the independent directors to perform their duties effectively and responsibly, with the understanding that the independent directors will receive any information requested on their behalf by the Lead Independent Director;
- Calling, coordinating, developing the agenda for, and chairing meetings of the independent directors;
- Acting as principal liaison between the independent directors and the Chairman and Chief Executive Officer on sensitive issues and, when necessary, ensuring the full discussion of those issues at Board meetings;
- Assisting the Nominating and Corporate Governance Committee, the Board and management in ensuring compliance with and implementation of our Corporate Governance Principles;
- Providing input to the Nominating and Corporate Governance Committee regarding the appointment of the Chairman and members of Board committees;
- Partnering with the Chair of the Nominating and Corporate Governance Committee on the annual self-evaluation process for the Board and its Committees;
- Serving as Chairman at Board meetings when the Chairman is not present; and
- Serving as a liaison for consultation and communication between us and our stockholders.

The Board has four standing committees: Audit, Compensation, Finance, and Nominating and Corporate Governance. Each of these committees has a separate independent chairperson. Detailed information on each Board committee is contained in the section captioned “CORPORATE GOVERNANCE, Board Committees and Charters,” below.

We believe that a combined Chairman and Chief Executive Officer position, together with independent chairs for each of our Board committees, a Lead Independent Director, and regularly scheduled executive sessions of the Board, is the most appropriate Board leadership structure for us at this time. This structure demonstrates to all of our stakeholders, including our stockholders, that our Board is committed to stockholder value creation, as well as engaged independent leadership and the performance of its responsibilities. Experienced and independent directors, sitting on various committees with independent chairpersons, oversee our operations, risks, performance, executive compensation and business strategy. We have also added several new independent directors since Mr. Davis was appointed to both the Chairman and Chief Executive Officer positions

in order to enhance the independence and diversity of our Board. These directors are Mr. Williams, Ms. Mallesch, Mr. Stockton and Dr. Gee. As discussed below, assuming Ms. Haben is elected at the Annual Meeting, she would also be deemed independent.

The Board strongly believes that combining the Chairman and Chief Executive Officer positions takes advantage of the talent and knowledge of Mr. Davis, the person whom the Board recognizes as the “leader” of the modern day Bob Evans Farms, and effectively combines the responsibilities for strategy development and execution with management of day-to-day operations. It also reduces the potential for confusion or duplication of efforts and provides clear leadership for our entire organization, including providing the greatest opportunity for the Board to work directly with Mr. Davis.

The Board believes that its strong governance practices, including its supermajority of independent directors and its clearly defined Lead Independent Director responsibilities, provide an effective balance to the combination of the Chairman and Chief Executive Officer positions. The Board will review our leadership structure annually and will make changes if necessary or appropriate. The Board believes, however, the current structure is the most appropriate for us today.

Voting Standards for Director Elections

Our Bylaws and Corporate Governance Principles provide that, in uncontested elections (i.e., elections where the number of nominees is the same as the number of Board seats available), directors are elected by a majority of the votes cast. This means that more than 50 percent of the shares voted at the annual meeting must be cast in favor of the election of that director. Abstentions and broker non-votes will not be counted as votes “for” or “against” the election of the director.

Our Bylaws provide that before any incumbent director may be nominated for re-election by the Board in a contested election, he or she must submit an irrevocable resignation, which would become effective if the director does not receive more than 50 percent of the votes cast at the annual meeting, and the Board accepts the resignation in accordance with policies and procedures adopted by the Board for such purposes.

If an incumbent director does not receive a majority of the votes cast, the Nominating and Corporate Governance Committee and the Board will consider whether to accept the director’s resignation in light of the best interests of our Company and our stockholders. When making this decision, the Nominating and Corporate Governance Committee and the Board may consider any factors they determine to be appropriate and relevant, including any stated reasons why stockholders voted against the incumbent director (and any alternatives for addressing those reasons) and whether the loss of the director would:

- eliminate a financial expert from the Audit Committee;
- cause the Board to have less than a majority of independent directors;
- cause us to fail to satisfy NASDAQ listing requirements;
- result in our default or breach under any loan covenants or other material contracts; or
- trigger a significant payment by us under an employment contract or other contract.

The Board expects that an unsuccessful incumbent would voluntarily agree not to participate in any meetings of the Nominating and Corporate Governance Committee and the Board regarding his or her resignation. The Board must decide whether to accept or reject the director’s resignation within 90 days after receipt of the certified final stockholder vote for the election of directors. Within four business days following acceptance or rejection of the resignation, we would file a report with the SEC on Form 8-K discussing the Board’s decision and rationale.

Information Regarding Nominees for Election and Incumbent Directors

At the 2012 Annual Meeting, seven directors will be nominated for election. Based on the recommendation of the Nominating and Corporate Governance Committee, the Board has nominated Mses. Haben, Krueger and Mallesch, as well as Messrs. Corbin, Davis, Lucas and Williams, for re-election as directors. If elected, these seven individuals will each serve for a one-year term.

Bryan G. Stockton decided not to stand for re-election at the 2012 Annual Meeting in order to devote more time to professional and personal obligations given his promotion to the Chief Executive Officer position at Mattel, Inc. (NASDAQ:MAT).

The following table shows the nominees for election to the Board, the directors whose terms in office will continue after the annual meeting and information about each nominee and continuing director. In making the determination of whether to nominate a person for our Board, the items discussed in “CORPORATE GOVERNANCE; Board Committees and Charters, Nominating and Corporate Governance Committee” are generally considered.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF THE NOMINEES LISTED BELOW.

NOMINEES — TERMS TO EXPIRE IN 2013

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation and Other Business Experience During the Past Five Years and Other Directorships</u>
Larry C. Corbin	70	1981	<p>Retired Interim Chief Executive Officer and President since 2006; Interim Chief Executive Officer and President from 2005 to 2006; Retired Executive Vice President of Restaurant Operations from 2004 to 2005; Executive Vice President of Restaurant Operations from 1995 to 2004, in each case of Bob Evans Farms, Inc.</p> <p>Mr. Corbin was nominated to serve as a director because of his long service and extensive knowledge of the Company, including his significant experience in operating Bob Evans restaurants.</p> <p>Mr. Corbin has significant experience in real estate, restaurant retail and food products operations and margin improvement through labor and food cost control.</p>
Steven A. Davis	54	2006	<p>Chairman of the Board of Bob Evans Farms, Inc. since September 2006; Chief Executive Officer of Bob Evans Farms, Inc. since May 2006; President, Long John Silver's and A&W All-American Food Restaurants (Yum! Brands) from 2002 to 2006; Senior Vice President, Concept Development, Pizza Hut, Inc. (Yum! Brands) from 2000 to 2002; Director of Marketing, the All American Gourmet Brand, a division of Kraft General Foods, from 1984-1993.</p> <p>Mr. Davis was nominated to serve as a director because of his position as our Chief Executive Officer and his significant experience in operating restaurants. He also brings ethnic diversity to the Board. Mr. Davis has significant experience in the areas of marketing and branding, retail food products, strategic planning, as well as mergers and acquisitions, real estate, auditing and finance. His experience serving as an executive officer and board and committee member (audit, finance and governance) of publicly traded companies (S&P 100 and S&P 500, including Walgreen Co. and CenturyTel) is experience the Board considers valuable.</p>

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation and Other Business Experience During the Past Five Years and Other Directorships</u>
Mary Kay Haben	56	2012	<p>Former President-North America for the Wm. Wrigley Jr. Company, Chicago, Illinois a leading confectionary company, from April, 2007 until retirement in February 2011; Former executive for Kraft Foods Inc., Northfield, Illinois, from June 1979 until February, 2007; Ms. Haben received an M.B.A. from the University of Michigan Ross School of Business and a and B.S. in Business Administration from the University of Illinois-Urbana-Champaign.</p> <p>Ms. Haben has been nominated to serve as a director because of her substantial experience as a brand builder and consumer products business leader, experience in marketing efforts in emerging social media, marketing innovation and brand positioning, as well as acquisitions and productivity initiatives. Ms. Haben also brings gender diversity to the Board.</p>
Cheryl L. Krueger	60	1993	<p>Chief Executive Officer of Krueger + Co., LLC, a strategic business consulting firm, New Albany, Ohio, since 2009; President and Chief Executive Officer of Cheryl & Co., Inc., a manufacturer and retailer of gourmet foods and gifts, Columbus, Ohio from 1986 to 2009.</p> <p>Ms. Krueger was nominated to serve as a director because of her extensive knowledge and significant experience in the areas of marketing and branding, retail sales, business operations, on-line marketing and sales, manufacturing, as well as auditing and finance. Ms. Krueger's entrepreneurial spirit and experience in starting and building Cheryl & Co. into a significant and well known brand, as well as her long tenure as its chief executive officer and the knowledge and expertise of running such an operation, were also attractive attributes and considered valuable to us. Ms. Krueger also brings gender diversity to the Board.</p>
G. Robert Lucas	68	1986	<p>Trustee of The Jeffrey Trusts, trusts for the descendants of Joseph A. Jeffrey, Columbus, Ohio, since 2002.</p>

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation and Other Business Experience During the Past Five Years and Other Directorships</u>
Eileen A. Mallesch	56	2008	<p>Mr. Lucas was nominated to serve as a director because of his extensive knowledge and significant experience in the areas of legal, regulatory and government affairs, restaurant operations, real estate, mergers and acquisitions, consumer products, auditing, finance and executive compensation. Mr. Lucas has had a long tenure on the Board and has valuable historical knowledge and expertise related to the Company, and he has served as general counsel for The Scotts Miracle-Gro Company (S&P 1500), as well as a director of a large privately held restaurant chain, which provides experience the Board considers valuable.</p> <p>Former Senior Vice President, Chief Financial Officer: Nationwide Property & Casualty Insurance, Nationwide Insurance, Columbus, Ohio, since December 31, 2009; Senior Vice President, Chief Financial Officer: Nationwide Property & Casualty Operations, Nationwide Insurance, from November 2005 to December 2009; Senior Vice President, Chief Financial Officer, Genworth Life Insurance, Lynchburg, Virginia, from April 2003 to November 2005; Vice President and Chief Financial Officer for General Electric Financial Employer Services Group from 2000 to 2003.</p> <p>Ms. Mallesch was nominated to serve as a director because of her extensive knowledge and significant experience in the areas of auditing, finance, enterprise risk management, taxation and mergers and acquisitions. Ms. Mallesch has served in management positions with large publicly traded organizations (including General Electric and PepsiCo) handling complex matters, and also meets the standards for a qualified financial expert, which provides experience the Board considers valuable. She also brings gender diversity to the Board.</p>

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation and Other Business Experience During the Past Five Years and Other Directorships</u>
Paul S. Williams	52	2007	<p>Managing Director, Major, Lindsey and Africa, a legal executive search firm, Chicago, Illinois, since May 2005; Chief Legal Officer and Executive Vice President, Cardinal Health, Inc., a healthcare services provider, Columbus, Ohio from April 2001 to May 2005.</p> <p>Mr. Williams was originally nominated to serve as a director because of his experience as a lawyer and as the Chief Legal Officer of Cardinal Health, Inc., a publicly traded company (S&P 500), as well as his knowledge of mergers and acquisitions, legal and regulatory matters. In addition, Mr. Williams brings significant expertise in healthcare, human resources, leadership development and executive compensation policy matters to our Board. His experience serving as an executive officer and board and committee member (audit, compensation and governance), and serving as the lead independent director, of publicly traded companies (State Auto Financial Corporation and Compass Minerals International, Inc.) is experience the Board considers valuable. Mr. Williams also brings ethnic diversity to the Board. He is a well-respected leader in the area of diversity, frequently speaking on diversity-related issues.</p>

CONTINUING DIRECTORS — TERMS TO EXPIRE IN 2013

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation and Other Business Experience During the Past Five Years and Other Directorships</u>
Michael J. Gasser	61	1997	<p>Executive Chairman since 2011; Chairman and Chief Executive Officer of Greif, Inc., a manufacturer of shipping containers and containerboard, Delaware, Ohio, since 1994.</p>

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation and Other Business Experience During the Past Five Years and Other Directorships</u>
Dr. E. Gordon Gee	68	2009	<p>Mr. Gasser has been nominated to serve as a director because of his extensive knowledge and significant global experience and perspective in the areas of auditing, finance, manufacturing, enterprise risk management, strategic planning, taxation and mergers and acquisitions. Mr. Gasser currently serves as a director and executive chairman for a large publicly traded company (S&P 1500), which provides experience the Board considers valuable. In his role as our Lead Independent Director, Mr. Gasser has distinguished himself to the Board, management and our stockholders.</p> <p>President of The Ohio State University since 2007; Chancellor of Vanderbilt University from 2000 to 2007.</p>
E.W. (Bill) Ingram III	61	1998	<p>Dr. Gee has been nominated to serve as a director because of his extensive knowledge and significant experience in the areas of government affairs and regulatory matters, as well as in auditing and finance. Dr. Gee also provides great insight regarding leadership, strategy and vision gleaned from his leadership of numerous academic institutions, including the largest public university in the U.S. Dr. Gee has also served as a director and board committee member of several large retail companies in the S&P 500 (including Limited Brands, Inc. and Hasbro, Inc.), which provides experience the Board considers valuable.</p> <p>President and Chief Executive Officer of White Castle System, Inc., a quick-service hamburger chain, Columbus, Ohio, since 1972.</p> <p>Mr. Ingram has been nominated to serve as a director because of his extensive knowledge and significant experience in the areas of restaurant operations, real estate, food service and production, as well as auditing and finance. Mr. Ingram currently serves as a director and chief executive officer for a large private restaurant chain, which provides experience the Board considers valuable.</p>

Director Not Standing for Reelection

Bryan G. Stockton, a current Board Member, has decided not to stand for re-election at the 2012 Annual Meeting in order to devote more time to professional and personal obligations given his promotion to the Chief Executive Officer position at Mattel, Inc. (NASDAQ:MAT). There exists no disagreement with the registrant, on any matter relating to the registrant's operations, policies or practices. Mr. Stockton who first joined the board in 2006, will continue to serve through our 2012 Annual Stockholders meeting. We are extremely grateful for his service and dedication to the Company and its stockholders, having served our Board with distinction.

CORPORATE GOVERNANCE

Board Responsibilities

The Board oversees, counsels and directs management in the long-term interests of our Company and our stockholders. The primary responsibilities of the Board and its committees include:

- *Strategy:* The Board actively works with management to develop annual and long-term strategies for our business. The Board and the Finance Committee evaluate, approve and monitor the achievement of our business, strategic and financial objectives, plans and actions.
- *Leadership and Succession Planning:* The Board and the Compensation Committee are responsible for the selection, evaluation and compensation of our directors and executive officers, including our Chairman and Chief Executive Officer. The Board and the Nominating and Corporate Governance Committee also work with management in the development of succession plans for our directors and executive officers.
- *Operating Performance:* The Board and the Finance Committee regularly monitor our operational execution and financial performance, and discusses improvements and changes when appropriate. The Board holds management accountable for the execution of our strategic plans. The Board and the Audit Committee also work with management in the assessment and mitigation of our major risk factors.
- *Governance:* The Board and the Nominating and Corporate Governance Committee oversee the establishment, implementation and maintenance of policies, practices and procedures to ensure that our business is conducted with the highest standards of ethical conduct and in conformity with applicable laws.

The Board has designated Mr. Gasser as its "Lead Independent Director" to coordinate the activities of the other independent directors and to perform other functions that will serve the best interests of our Company and our stockholders. The Lead Independent Director's specific responsibilities are described under "PROPOSAL 1 — ELECTION OF DIRECTORS; Board Leadership Structure," above.

The independent directors meet in executive sessions, without management and the non-independent directors, at the conclusion of each Board meeting and at other times they deem necessary or appropriate. The Lead Independent Director presides at these sessions.

Director Independence

Our Board follows the rules of The NASDAQ Stock Market LLC ("NASDAQ") in determining whether our directors are "independent." The NASDAQ rules contain both bright-line, *objective* tests and a *subjective* test for determining who is an independent director. The *objective* tests provide specific situations where a director will not be considered independent. For example, a director is not independent if he or she is employed by us or is a partner in or executive officer of an entity to which we made, or from which we received, payments in the current or any of the past three fiscal years that exceed five percent of the recipient's consolidated gross revenues for that year. The *subjective* test states that an independent director must be a person who lacks a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

All of our non-employee directors qualify as independent under the objective tests. In evaluating independence under the subjective test, the Board reviewed and discussed all relevant facts and circumstances, including information provided by the directors and management regarding each non-employee director's business and personal activities as they relate to us. The Board considered transactions between us and entities associated with the non-employee directors or members of their immediate family. These transactions were reviewed in the context of the NASDAQ objective tests, the special standards established by the SEC for members of audit committees, and the special standards established by the SEC and the Internal Revenue Service for compensation committee members.

The Board has concluded that both Dr. Gee and Mr. Gasser are independent and that the following relationships and transactions did not interfere with Dr. Gee's or Mr. Gasser's independent judgment in carrying out their responsibilities as directors.

The following items are not required to be disclosed under the applicable rules discussed above. However, we believe it is a best practice to disclose the transactions considered by the Board in assessing independence.

Since August 1, 2007, Dr. Gee has been employed as the President of The Ohio State University ("University"). Since July 1, 2007, we have been a party to a sponsorship agreement with Sodexo, Inc., which acts as the agent and manager for the University's concessions. Our name and logo appear on signage at certain of the University's athletic facilities and on concession boards where Sodexo, Inc. serves our products. We also receive the exclusive right to sell our products in several of the University's athletic facilities and certain promotional rights to use the University's name and athletic trademarks. The Board determined that this transaction does not interfere with Dr. Gee's independent judgment in carrying out his responsibilities as a director because the transaction occurred in the ordinary course of business, is not significant in amount, Dr. Gee has no direct or indirect interest in the transaction, and the terms were negotiated at arm's length and are similar to the terms other third parties have with the University.

On March 19, 2009, we entered into a sale agreement and a joint ownership agreement with a subsidiary of Greif, Inc. for our corporate aircraft. The purpose of the agreement was to better leverage a fixed asset and significantly reduce our cost of owning and operating the corporate aircraft. Pursuant to the sale agreement, we sold to Greif's subsidiary 49 percent of the aircraft for approximately \$2.4 million, which equaled 49 percent of the aircraft's fair market value as determined by an independent third party appraisal. The sale provided us with a pre-tax gain of \$1.4 million. The joint ownership agreement controls the use and sharing of the aircraft and related expenses. Fixed expenses are shared on a pro rata basis and variable expenses are based upon the number of flight hours used. We are responsible for the day-to-day management of the aircraft's use, storage, and maintenance repair and scheduling. All variable expenses are charged on a cost basis and attributed to that party's use of the aircraft. Each party has the right to terminate the joint ownership agreement for any reason upon 120 days prior written notice. Upon termination, Greif is obligated to sell its ownership interest to us based on the fair market value of the aircraft at the time of the sale. The Board determined that this relationship and transaction do not interfere with Mr. Gasser's independent judgment in carrying out his responsibilities as a director because none of our officers or directors, nor Mr. Gasser, has a direct or indirect material interest in this transaction or the joint ownership arrangement. The purchase price of the aircraft was based upon an independent third party appraisal, as would a repurchase. The transaction and arrangement is beneficial to both companies by reducing the overall costs of aircraft ownership through the joint ownership agreement.

Board Committees and Charters

The Board appoints the members of its committees and delegates various responsibilities and authority to its committees. The Board currently has standing Audit, Compensation, Finance and Nominating and Corporate Governance Committees. The Board has determined that each member of these committees is an independent director with the exception of Mr. Corbin who sits on the Finance Committee. Each Board committee has a written charter approved by the Board. Copies of each charter are posted on our Web site, www.bobevans.com, in the "Investors" section under "Corporate Governance." Each committee has the power to, as it deems necessary, engage outside experts, advisers and counsel to assist it in its work.

Board Meetings and Attendance at Annual Meetings of Stockholders

The Board and its committees meet throughout the year on a set schedule and also hold special meetings and act by written consent from time to time as appropriate. The Board held ten meetings during fiscal 2012. Each director is expected to attend each meeting of the Board and the committees on which he or she serves. In fiscal 2012, every director attended at least 75 percent of the meetings of the Board and the committees on which he or she served held during his or her time of service. According to our Corporate Governance Principles, each director is expected to attend each annual meeting of our stockholders. All of our then incumbent directors attended our last annual meeting of stockholders held in August 2011.

The following table identifies our current committee members and indicates the number of meetings held in person or by telephone by each committee during fiscal 2012.

Name	Audit Committee	Compensation Committee	Finance Committee	Nominating and Corporate Governance Committee
Larry C. Corbin			✓	
Michael J. Gasser		✓	Chair	
Dr. E. Gordon Gee				✓
E.W. (Bill) Ingram III	✓		✓	
Cheryl L. Krueger				Chair
G. Robert Lucas II	✓	✓		
Eileen A. Mallesch	Chair			
Bryan G. Stockton		✓	✓	
Paul S. Williams		Chair		✓
Number of meetings in fiscal 2012	10	9	5	7

Audit Committee. The Audit Committee was established by the Board in accordance with Section 3(a)(58)(A) of the Exchange Act. The Audit Committee's primary responsibilities include:

- overseeing our accounting and financial reporting processes, audits of our consolidated financial statements and our internal audit function;
- directly appointing, compensating and overseeing our independent registered public accounting firm;
- assessing our risk management processes;
- instituting procedures for the receipt, retention and treatment of complaints we receive regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- assisting the Board in the oversight of internal control over financial reporting.

The Audit Committee also reviews and pre-approves all audit services and permitted non-audit services provided by our independent registered public accounting firm to us or any of our subsidiaries and ensures that we do not engage our independent registered public accounting firm to perform any services prohibited by any applicable law, rule or regulation.

The Board has determined that each member of the Audit Committee is independent, including under the special standards established by the SEC for members of audit committees. Each member of the Audit Committee is able to read and understand fundamental financial statements, including our balance sheets, income statements and cash flow statements. The Board has also determined that Ms. Mallesch qualifies as an "audit committee financial expert" under SEC rules.

The Audit Committee's responsibilities and activities are described in detail in the Audit Committee's charter and under the "Audit Committee Report" contained in this proxy statement.

Compensation Committee. The purpose of the Compensation Committee is to discharge the Board’s responsibilities relating to compensation of our directors and executive officers. The Compensation Committee’s primary responsibilities include:

- ensuring that our “pay for performance” compensation philosophy is executed with employees throughout our organization;
- reviewing with management and approving the general compensation policy for our executive officers and directors;
- reviewing and approving the compensation of our executive officers in light of goals and objectives approved by the Compensation Committee;
- administering our stock-based compensation plans and approving stock-based awards;
- assessing our Company’s compensation risk management processes;
- compensation benchmarking for board members;
- evaluating the need for, and terms of, change in control and employment/severance contracts with our executive officers; and
- reviewing and making recommendations to the Board with respect to incentive compensation plans and stock-based compensation plans in accordance with applicable laws, rules and regulations.

The Board has determined that each member of the Compensation Committee is independent, is a “non-employee director” under SEC rules, and is an “outside director” under applicable tax laws and regulations.

For more information on the responsibilities and activities of the Compensation Committee, including its process for determining executive compensation and the role of our executive officers in that process, see the “Compensation Discussion and Analysis,” “Compensation Committee Report” and “Executive Compensation” disclosures contained in this proxy statement, as well as the Compensation Committee’s charter.

The Compensation Committee has retained the services of Towers Watson & Co. (“Towers Watson”), a consulting firm, to assist the Compensation Committee with its responsibilities. Towers Watson reports directly to the Compensation Committee with respect to executive compensation consulting services. For more information regarding the role of the compensation consultant, see the “Compensation Discussion and Analysis” contained in this proxy statement.

Finance Committee. The Finance Committee reviews and recommends matters related to our capital structure, including the issuance of debt and equity securities; banking arrangements, including the investment of corporate cash; and management of the corporate debt structure. In addition, the Finance Committee reviews and approves material finance and other cash management transactions. The Finance Committee is also responsible for overseeing and advising the Board on:

- assessing capital expenditures, operating income, cash flow, cash management and working capital;
- reviewing investment strategies and policies;
- assessing adjustments to our capital structure;
- assessing annual and five-year capital plans and specific capital plan investments;
- assessing financial aspects of insurance and risk management;
- reviewing our actual and forecasted operating performance;
- reviewing our annual earnings guidance; and
- reviewing financial aspects of proposed mergers, acquisitions, divestitures, strategic investments, collaborations and joint ventures.

Nominating and Corporate Governance Committee. The purpose of the Nominating and Corporate Governance Committee is to identify and recommend to the Board qualified individuals for nomination, election or appointment as directors, and to provide recommendations regarding management succession. The Nominating and Corporate Governance Committee is also responsible for overseeing and advising the Board on corporate governance matters and practices, including:

- developing, reviewing and assessing corporate governance guidelines and principles;
- reviewing and assessing our compliance with SEC and NASDAQ rules and other applicable legal requirements pertaining to corporate governance;
- board candidate profiles, recruitment, selection and retention;
- reviewing and making recommendations to the Board and management regarding our organizational structure and succession plans for our executive officers;
- reviewing procedures designed to identify and, when appropriate, approving related person transactions; and
- recommending to the Board changes to its committee structure and functions as the Nominating and Corporate Governance Committee deems advisable.

The Nominating and Corporate Governance Committee's charter describes its responsibilities and activities in detail.

In carrying out its responsibilities to identify and evaluate director nominees, the Nominating and Corporate Governance Committee may consider any factors it deems appropriate when considering candidates for the Board, including, without limitation: judgment, skill, diversity, independence, accountability, strength of character, experience with businesses and organizations of comparable size, experience with a publicly traded company, professional accomplishments, education, experience and skill relative to other Board members, desirability of the candidate's membership on the Board and any committees of the Board, demonstrated leadership ability, existing relationships with us and potential conflicts of interest and the ability to represent our stockholders. While the Board does not have a formal policy on diversity, the Nominating and Corporate Governance Committee takes into account the existing diversity reflected in the members of the Board, including their professional experience, skills, backgrounds and viewpoints, as well as in gender, ethnicity and national origin. Depending on the current needs of the Board, certain factors may be weighed more or less heavily by the Nominating and Corporate Governance Committee. In considering candidates for the Board, the Nominating and Corporate Governance Committee will evaluate the entirety of each candidate's credentials. However, there are no specific minimum qualifications that must be met by a Nominating and Corporate Governance Committee-recommended nominee. Nevertheless, the Nominating and Corporate Governance Committee does believe that all members of the Board should have the highest character and integrity, a formal college education, business experience, a reputation for working constructively with others, sufficient time to devote to Board matters and no conflict of interest that would interfere with their performance as directors.

The Nominating and Corporate Governance Committee considers candidates recommended by our stockholders and evaluates them using the same criteria as for other candidates. The Nominating and Corporate Governance Committee also has used, and may in the future use, third party search firms to identify potential director candidates.

A stockholder who wants to recommend a prospective nominee for consideration by the Nominating and Corporate Governance Committee should submit the candidate's name, address and qualifications to Corporate Secretary at Bob Evans Farms, Inc., 3776 S. High St., Columbus, Ohio 43207.

Directors Serving on Boards of Other Public Companies

We believe it is advantageous for our board members to serve on the boards of other public companies to obtain experience outside of our company and our industry. To ensure that directors have sufficient time to devote to Board matters, however, our Corporate Governance Principles provide that directors and nominees may not serve on the boards of more than three other publicly traded companies. The following directors are also directors of other publicly traded companies, or have served in this capacity during the last five years.

Steven A. Davis — Walgreen Co. (NYSE) (formerly served as a director of CenturyTel, Inc.(NYSE))

Mary Kay Haben — Mary Kay Haben — Equity Residential (NYSE) (formerly served as a director of Fifth & Pacific Cos. (NYSE) (fka Liz Claiborne, Inc.)

Michael J. Gasser — Greif, Inc. (NYSE)

Dr. E. Gordon Gee — Formerly served as a director of Hasbro, Inc. (NYSE), Gaylord Entertainment Company (NYSE), Limited Brands, Inc. (NYSE), Dollar General Corp. (NYSE) and Massey Energy Corp. (NYSE)

Eileen A. Mallesch — State Auto Financial Corporation (NASDAQ)

Paul S. Williams — State Auto Financial Corporation (NASDAQ) and Compass Minerals International, Inc. (NYSE)

Director Compensation for Fiscal 2012

All non-employee directors receive a \$3,000 monthly cash retainer and the Lead Independent Director receives an additional \$20,000 annual retainer. Mr. Davis does not receive fees for his Board service.

Our director compensation program currently provides that each non-employee director will receive an annual award of our common stock with a grant date value of approximately \$100,000 (calculated using the closing price of our common stock on the grant date). Directors who are eligible to retire from the Board (i.e., a director who reaches age 55 with at least 10 years of service *or* the sum of the director's age and years of service equals at least 70 with at least 10 years of service) receive restricted stock units with dividend equivalent rights. The stock awards are made as soon as practicable following our annual meeting of stockholders.

Non-employee directors receive \$2,000 for each Board meeting they attend and \$1,750 for each committee meeting they attend. Each non-employee director who serves as the chair of a Board committee is also paid a monthly retainer of \$625 per committee chairmanship.

Directors are also reimbursed for out-of-pocket expenses for travel to and from Board and committee meetings. Non-employee directors who undertake special projects and assignments at the request of the Chairman of the Board are compensated on a per diem rate of \$1,000 plus expenses.

We maintain a life insurance policy with a death benefit of \$50,000 on behalf of each non-employee director. We stopped offering group health insurance to future non-employee directors in 2011. Of the directors grandfathered as of that time, Messrs. Corbin and Lucas, and Ms. Krueger and Mallesch, have elected to participate in our group health insurance plan. They (and other directors who were grandfathered and would elect to participate in the future) are provided this benefit on the same terms as our employees (i.e., we pay the employer portion of their health insurance premiums and the participating directors pay the employee portion of the health insurance premiums). Upon retirement, participants in our group health insurance plan must pay all health insurance premiums, including the employer portion that we pay prior to retirement. We have agreed to pay Mr. Lucas and Ms. Krueger a lump sum amount upon their retirement from the Board equal to a portion of the anticipated cost of the employer portion of their post-retirement health insurance premiums as determined by an actuary which represents the loss of retiree medical benefits which were discontinued in 2000.

In May 2010, we adopted the Bob Evans Farms, Inc. 2010 Director Deferral Program ("Director Deferral Program"). It is a nonqualified, unfunded plan designed to provide our non-employee directors with the opportunity to defer compensation and receipt of shares of common stock associated with future grants of restricted stock units, performance share awards and certain other stock-based awards on a pre-tax basis. The right of participants to receive their distributions from the Director Deferral Program are not secured or guaranteed, but remain as part of our general liabilities.

Due to his employment with us, Mr. Davis does not qualify as a non-employee director and does not receive compensation for his service as a director. The compensation received by Mr. Davis as an employee is shown in the Summary Compensation Table included in this proxy statement. The following table sets forth the compensation paid to our non-employee directors during fiscal 2012.

Fiscal 2012 Director Compensation Table

<u>Name</u>	<u>Fees Earned or Paid in Cash(1)</u>	<u>Stock Awards(2)</u>	<u>All Other Compensation</u>	<u>Total</u>
Larry C. Corbin	\$58,750	\$100,011	\$ 0	\$158,761
Michael J. Gasser	91,500	100,011	0	191,511
E. Gordon Gee	54,750	100,011	0	154,761
E.W. (Bill) Ingram III	76,250	100,011	0	176,261
Cheryl L. Krueger	67,750	100,011	0	167,761
G. Robert Lucas II	82,750	100,011	5,000(3)	187,761
Eileen A. Mallesch	75,000	100,011	0	175,011
Bryan G. Stockton	69,250	100,011	0	169,261
Paul S. Williams	78,250	100,011	0	178,261

- (1) Represents cash paid in fiscal 2012 for cash retainer fees and Board and committee meeting fees in accordance with the compensation program outlined in the narrative preceding this table.
- (2) Each non-employee director received an annual restricted stock retainer of 3,179 shares on August 23, 2011. The amounts reported reflect the fair market value of the stock on the day the shares were granted (calculated using the closing price of our common stock on the grant date). All shares were awarded under and in accordance with our 2010 Equity and Cash Incentive Plan.
- (3) In fiscal 2011 Mr. Lucas served on our 401(k) plan committee, and the amount in this column represents the fees paid to Mr. Lucas for attending 401(k) plan committee meetings.

Resignation/Retirement of Directors

When a director’s principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, the director must tender a letter of resignation to the Board and the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider whether the director’s new occupation or retirement is consistent with the rationale for originally selecting that individual, the guidelines for Board membership (e.g., independence) and the current needs of the Board. The Nominating and Corporate Governance Committee will recommend action to be taken by the Board regarding the resignation based on the circumstances of retirement, if that is the case, or in the case of a new position, the responsibility, type of position and industry involved. A director may not stand for re-election to the Board after his or her 72nd birthday.

Stockholder Communications with the Board of Directors

The Board believes it is important for stockholders to have a process to communicate with the Board, committees of the Board and individual directors. Any stockholder may contact the Board or any member or committee of the Board by writing to them at:

Bob Evans Farms, Inc.
 Corporate Secretary
 3776 S. High St.
 Columbus, Ohio 43207

E-mails may also be sent to the Audit Committee at audit.comm@bobevans.com.

Stockholders should note that:

- All questions and concerns regarding accounting, internal accounting controls or auditing matters are promptly forwarded to the Audit Committee for review and investigation.

- All other communications are initially reviewed by our Vice President, General Counsel and Corporate Secretary before being forwarded to the appropriate board member(s) or party. The Lead Independent Director is promptly notified of any such communication that alleges misconduct on the part of top management or raises legal, ethical or compliance concerns about our policies or practices.
- The Chairman of the Board receives copies of all other Board-related communications on a periodic basis.

Typically, communications unrelated to the duties and responsibilities of the Board are not forwarded to the directors, such as product complaints and inquiries, new product and location suggestions, résumés and other forms of job inquiries, opinion surveys and polls, business solicitations or advertisements, junk mail and mass mailings.

Board Role in Risk Oversight

Our Board has overall responsibility for risk oversight with a focus on the most significant risks facing our Company. Not all risks can be dealt with in the same way. Some risks may be easily perceived and controllable, and other risks are unknown. Some risks can be avoided or mitigated by particular behavior, and some risks are unavoidable as a practical matter. For some risks, the potential adverse impact would be minor, and, as a matter of business judgment, it may not be appropriate to allocate significant resources to avoid the adverse impact. In other cases, the adverse impact could be significant, and it is prudent to expend resources to avoid or mitigate the potential adverse impact. Sometimes a higher degree of risk may be acceptable because of a greater perceived potential for a return on our investment.

Management is responsible for:

- identifying risk and risk controls related to significant business activities;
- identifying risks related to our short and long term strategies and the potential impact of such risks on our strategies; and
- developing programs and recommendations to determine the sufficiency of risk identification, the balance of potential risk to potential return and the appropriate manner in which to control risk.

The Board implements its risk oversight responsibilities by having management provide periodic reports on the significant risks that we face and how we control or mitigate risk, if and when appropriate. In some cases, risk oversight is addressed as part of the full Board's engagement with the Chief Executive Officer and management. In other cases, a Board committee is responsible for oversight of specific risk topics. For example,

- the Audit Committee oversees our enterprise risk management program, as discussed in greater detail below, as well as issues related to internal control over financial reporting;
- the Nominating and Governance Committee oversees issues related to our governance structure, corporate governance matters and processes, risks arising from related person transactions, as well as issues related to Board and management succession;
- the Finance Committee oversees issues related to our capital and debt structure; and
- the Compensation Committee, with the assistance of the Audit Committee, oversee risks related to our compensation programs, as discussed in greater detail below.

Presentations and other information for the Board and its committees generally identify and discuss relevant risks and risk control. The Board assesses and oversees risks as a part of its review of our related business, financial or other activities.

Our Chief Risk and Compliance Officer manages our enterprise risk management program. This position was created to allow the Chief Risk and Compliance Officer to focus on the identification, assessment and mitigation of our significant risks. Our Chief Risk and Compliance Officer also reports directly to our Chief Executive Officer.

We have a formal enterprise risk management program that is overseen by our Audit Committee. Management, through its Enterprise Risk Management Steering Committee, completed a comprehensive

enterprise risk management (“ERM”) review, in which the identification of enterprise level risks and mitigation processes were the primary topics. This review was overseen by the Audit Committee with the exception of the risks related to compensation programs, which was overseen by the Compensation Committee. These Committees, as well as the full Board, will continue to monitor ERM and will receive periodic updates. The Audit Committee receives quarterly ERM updates, while the Board receives ERM updates at least twice per year. The Compensation Committee and the Audit Committee jointly complete an annual compensation risk assessment.

Risk Assessment in Compensation Programs

Consistent with SEC disclosure requirements, management, the Compensation Committee, and the Audit Committee have assessed the Company’s compensation programs. Based upon all of the facts and circumstances available at the time of the filing of this proxy statement, management, the Compensation Committee and the Audit Committee, have concluded that there are no risks arising from the Company’s compensation policies and practices that are reasonably likely to have a material adverse effect on the Company. This assessment was conducted by management and overseen by the Compensation Committee, in consultation as needed with its independent compensation consultant, and also reviewed by the Audit Committee. In particular, in reaching its conclusion, these parties reviewed the compensation system in light of the following areas of risk:

- whether a particular business unit carries a significant portion of the Company’s risk profile;
- whether any business unit’s compensation structure is significantly different than that of the other business units;
- whether any business unit is significantly more profitable than any other business unit; and
- whether any business unit’s compensation expense is a significant percentage of its revenue.

These parties do not believe that any of these compensation risk factors applies to the Company’s compensation policies and practices in any meaningful manner.

Code of Conduct

The Board has reviewed and adopted a Code of Conduct that sets forth standards regarding honest and ethical conduct, full and timely disclosure and compliance with law. The Code of Conduct embodies our expectations for ethical behavior, based on our BEST® Brand Builders, and is built around our corporate values. The Code of Conduct applies to all of our employees, officers and directors, including our principal executive officer, principal financial officer and principal accounting officer and controller. A copy of the Code of Conduct is available on our Web site, www.bobevans.com, in the “Investors” section under “Corporate Governance.” Amendments to the Code of Conduct or waivers of the Code of Conduct granted to executive officers and directors will also be disclosed on our Web site within five days following the date of the amendment or waiver.

PROPOSAL 2 — ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Compensation Committee believes that our executive compensation program implements and achieves the goals of our compensation philosophy. That philosophy, which is set by the Compensation Committee, is to align each executive’s compensation with our short-term and long-term performance and to provide the compensation and incentives needed to attract, motivate and retain key executives who are crucial to our long-term success. A significant portion of the total compensation opportunity for each of our executive officers is directly related to our stock price performance and to other performance factors that measure our progress against the goals of our strategic and operating plans, as well as our performance against that of our “Peer Group,” which is discussed later.

We believe that we maintain “best practices” in our executive compensation programs. These practices include the following:

- Our executive compensation program uses a variety of performance measures designed to reward total Company, business unit and individual performance.

- We fully disclose the performance measures, as well as the minimum, target and maximum levels for awards, in a fully transparent and easy to understand format so our stockholders can understand our “pay for performance” philosophy and how it works.
- Our equity awards are performance-based and provide for a minimum three-year vesting period (except in limited circumstances involving death, retirement and termination of employment).
- Our equity plan has a “share ratio” feature for full value awards, so if we grant a share of restricted stock, 2.63 shares are deducted from the total number of shares available for grant.
- Our equity plan prohibits the granting of options or stock appreciation rights at less than fair market value.
- We no longer grant stock options to executive officers.
- Our equity incentive plan prohibits the repricing of equity awards without stockholder approval.
- We prohibit our executive officers and directors from hedging, or engaging in any derivatives trading with respect to, our common shares.
- Other than our Chief Executive Officer, none of our executive officers has an employment agreement.
- We do not provide tax “gross-ups” for perquisites provided to our executive officers, other than in the case of certain automobile use.
- Our SERP is closed to future participants.
- We require our executive officers and directors to meet stringent stock ownership requirements.
- Under our Recoupment Policy, we can recover cash- or equity-based compensation paid to executive officers where the compensation is based upon the achievement of specified financial results that are the subject of a subsequent restatement.
- Our executive compensation program includes a number of controls that mitigate risk, including the executive stock ownership requirements mentioned above, and, under certain circumstances, our ability to recoup compensation paid to executives.
- The Compensation Committee has engaged its own compensation consultant.
- The Compensation Committee, in conjunction with the Audit Committee, conducts an annual review and assessment of potential risks arising from our compensation programs (including the executive compensation program) and policies.

Beginning in 2011, a “say on pay” advisory vote to approve executive compensation has been required for U.S. public companies under federal law. At our 2011 Annual Stockholders’ Meeting, our stockholders voted in favor of holding an advisory vote to approve executive compensation every year. The Board considered the voting results on that proposal and determined to adopt a policy providing for an annual advisory stockholder vote to approve our executive compensation.

In accordance with that policy and pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, we are asking stockholders to approve, on an advisory basis, the compensation of our named executives disclosed in the “Compensation Discussion and Analysis” section of this proxy statement, the Summary Compensation table and the related compensation tables, notes, and narrative in this proxy statement for our 2012 Annual Stockholders’ Meeting.

At our Annual Stockholders Meeting last year, the stockholders overwhelmingly approved the “say on pay” advisory vote to approve our executive compensation with a “FOR” vote in excess of 98 percent.

The Compensation Committee reviewed the result of the stockholders’ advisory vote on executive compensation and in light of the approval by a substantial majority of our stockholders, did not implement changes to our executive compensation programs as a result of the vote. The Compensation Committee will continue to endeavor to ensure that management’s interests are aligned with those of our stockholders and support long-term value creation.

As described below in the “Compensation Discussion and Analysis” section of this proxy statement, our compensation programs are designed to support the Company’s business goals and promote short- and long-term profitable growth of the Company. Our equity plans are intended to align compensation with the long-term interests of our stockholders.

We urge stockholders to read the “Compensation Discussion and Analysis” section of this proxy statement, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation table and other related compensation tables and narratives, which provide detailed information on the compensation of our listed officers. The Board and the Compensation Committee believe that the policies and procedures articulated in “Compensation Discussion and Analysis” section of this proxy statement are effective in achieving our goals and that the compensation of our listed officers reported in this proxy statement has supported and contributed to the Company’s recent and long-term success.

While this advisory vote to approve our executive compensation is non-binding, the Compensation Committee will carefully assess the voting results, and if those results reflect any broadly-held issues or concerns, we will consult directly with stockholders to better understand their views.

The advisory resolution on executive compensation requires the approval of the affirmative vote of a majority in voting interest of the stockholders present in person or by proxy and voting thereon. Under applicable NASDAQ Rules, broker non-votes will not be treated as votes cast. Abstentions will not be counted as votes “For” or “Against” the proposal.

Unless the Board modifies its policy on the frequency of holding “say on pay” advisory votes, the next “say on pay” advisory vote will occur in 2013.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.

COMPENSATION DISCUSSION AND ANALYSIS

What are the objectives of Bob Evans’ executive compensation program?

The overall goal of our executive compensation program is the same as our goal for operating our Company — to maximize value for our stockholders over time by aligning the financial interests of our executive officers and our stockholders. We seek to achieve this goal by striving to provide “pay for performance.” We use the following objectives to guide our overall approach for determining pay for our executive officers and to monitor and manage compensation:

- Focusing our executive officers on increasing value for our stockholders through the achievement of our annual operating plan;
- Competing effectively with other restaurant or food products companies and comparably sized businesses for executive talent; and
- Recognizing and rewarding individual achievements while supporting our team-based culture.

What is the executive compensation program designed to reward?

Our executive compensation program is designed to reward performance, including total company, business unit and individual performance. More than half of each executive officer’s potential, total annual compensation is comprised of an annual cash performance bonus and stock-based incentive compensation, each of which we describe in more detail below. We base all annual cash performance bonuses and most stock-based incentive compensation solely upon the achievement of performance goals derived from key business metrics associated with our annual operating plan and our BEST® (Bob Evans Special Touch) Brand Builders:

- Win Together as a Team;
- Consistently Drive Sales Growth;

- Improve Margins With an Eye on Customer Satisfaction;
- Be the BEST at Operations Execution; and
- Increase Returns on Invested Capital.

The performance goals and the related awards are designed to motivate our executive officers to accomplish financial and strategic business objectives and to perform at the highest level. Our executive compensation program is also designed to attract and retain key executives by paying salaries and benefits that are competitive in the restaurant and foods industries.

Does Bob Evans compare the compensation of its executive officers to the compensation paid by other companies?

Yes. When we make compensation decisions, we compare the compensation of our executive officers to the compensation of similarly positioned executives at other companies to gain a general understanding of current market compensation practices for these positions. We generally target each element of our executive officers' compensation to be within 15 percent of the market median (50th percentile) of the restaurant/foods industry for comparable positions. We use market compensation information only as a reference point to review whether our compensation practices are consistent with the market so we can keep and attract executive talent.

Consistency with market compensation is not the only factor we consider in setting compensation. We believe that each executive officer's compensation can be set at a level above or below the market median of the restaurant/foods industry depending on several factors, such as our Company's performance, the individual's performance, the individual's current and potential future role with us, and whether the individual's compensation is fair and equitable as compared to our other executive officers' compensation. Based on market data, we believe that compensation within the restaurant and foods industries tends to be somewhat lower than the broader general industry segment. As a result, when we need to hire a new executive or retain an executive whose position is not specifically tied to the restaurant or foods industries, we may need to pay that executive more than the market median for that position within the restaurant industry and review the compensation for that position in the overall market.

We strongly believe that target compensation under our incentive plans should allow for above-median compensation for exceptional performance, as well as below-median compensation when performance falls below our expectations.

Towers Watson, our Compensation Committee's executive compensation consultant, periodically provides the Compensation Committee with a report that compares each element of our executive officers' compensation (i.e., base salary, target cash bonus and target stock-based compensation) to that of their counterparts in the restaurant industry using information from the annual Hay Group Chain Restaurant Compensation Association Survey ("Hay Group Survey"). Our Compensation Committee does not know the names of the individual companies included in the Hay Group Survey nor does it consider that information to be material. Additionally, for executive officers whose positions are not specific to the restaurant industry, the report compares their compensation to a broader general industry segment using information from the Towers Watson Executive Compensation Database. The information from this database is only used to provide the Compensation Committee with a general understanding of current compensation practices for our executive officer positions that are not specific to the restaurant or foods industry.

We compare the compensation of our food products officers to officers with similar positions at companies in the restaurant industry, not the food products industry. We do this because many food products companies are subsidiaries of large corporate conglomerates that have much higher market capitalizations than we do. We also do not believe that sufficient information is available about the compensation offered by food products companies to their executive officers to create a food products peer group or to draw meaningful compensation comparisons. However, based on information provided to us by our compensation consultant, we believe that the levels of executive officer compensation within the food products and restaurant industries are similar.

The Compensation Committee also compares the compensation of our Chief Executive Officer and Chief Financial Officer to the compensation paid to officers holding these positions at a specific group of peer

companies established by the Compensation Committee with the assistance of our compensation consultant. The Compensation Committee, with the assistance of our compensation consultant, reviews the companies included in the Peer Group periodically to ensure that they are still relevant for comparative purposes. For fiscal 2012, our “Peer Group” consisted of the following 26 companies: Biglari Holdings, Inc. (aka Steak n Shake); BJ’s Restaurants, Inc.; Brinker International, Inc.; Buffalo Wild Wings, Inc.; Carrol’s Restaurant Group, Inc.; CBRL Group, Inc. (aka Cracker Barrel); Cheesecake Factory, Inc.; Darden Restaurants, Inc.; Denny’s Corp.; DineEquity, Inc.; Domino’s Pizza, Inc.; Famous Dave’s of America, Inc.; Frisch’s Restaurants, Inc.; Hain Celestial Group, Inc.; J.M. Smucker Co.; McCormick & Company, Inc.; McDonald’s Corp.; P.F. Chang’s China Bistro, Inc.; Panera Bread, Co.; Papa John’s International, Inc.; Red Robin Gourmet Burgers, Inc.; Ruby Tuesday, Inc.; Sanderson Farms, Inc.; Snyder Lance, Inc.; The Wendy’s Company; and YUM! Brands, Inc. Although the Peer Group consists primarily of restaurant companies, it also includes five consumer products companies (i.e., Hain Celestial Group, Inc.; J.M. Smucker, Co.; McCormick & Company, Inc.; Sanderson Farms, Inc. and Snyder Lance, Inc.).

We believe that the Peer Group, as a whole, adequately represents the general business sectors in which we operate. We selected each company within the Peer Group because of:

- its relative leadership position in the restaurant or consumer products industry;
- the market it serves (e.g., family dining, casual dining, etc.);
- its revenue and market capitalization; and
- the complexity of its business.

During 2011 and 2012, each of California Pizza Kitchen, Inc., Del Monte Foods, Co., Landry’s Restaurants, Inc. and O’Charley’s, Inc., announced that it had been acquired. As a result, compensation information from these companies is no longer available to the public. The Compensation Committee removed them from the Peer Group for fiscal 2013 and determined other companies will not be selected as replacements.

In addition, during 2011, the Wendy’s/Arby’s Group, Inc. announced the divestiture of the Arby’s restaurant chain and renamed itself The Wendy’s Company. The Compensation Committee retained The Wendy’s Company in its new structure as part of our Peer Group.

How is executive compensation determined?

Under its written charter, our Compensation Committee has the sole authority to determine all elements of our executive officers’ compensation, including the executive officers listed in the “Summary Compensation Table.” We refer to the executive officers listed in the Summary Compensation Table as our “named executives.” Additionally, the Compensation Committee is responsible for administering our 2010 Equity and Cash Incentive Plan (the “2010 Plan”) and has authority to grant stock-based awards to our executive officers.

Our Chief Executive Officer, Executive Vice President — Human Resources, and representatives of our compensation consultant regularly attend Compensation Committee meetings. They also work closely with the Compensation Committee Chair in establishing and prioritizing projects, and setting meeting agendas. At the request of the Compensation Committee, the compensation consultant and management prepare reports and other materials for each Compensation Committee meeting.

In setting executive compensation, the Compensation Committee holds discussions with our Chief Executive Officer, Executive Vice President — Human Resources, and representatives of our compensation consultant. Management makes recommendations regarding annual performance goals and targets for the Compensation Committee’s consideration and approval. Our Chief Executive Officer, with the assistance of business unit leaders and our Human Resources Department, provides the Compensation Committee with a performance assessment of all executive officers (other than himself) and makes specific recommendations to the Compensation Committee regarding their compensation.

The Compensation Committee uses a formal performance planning and evaluation process for our Chief Executive Officer. At the start of each fiscal year, Mr. Davis creates objectives and development goals for himself and submits them to the Compensation Committee Chair and the Lead Independent Director. The

Compensation Committee Chair and the Lead Independent Director, with input from the other independent directors, then prepare final objectives and development goals, which are submitted to the Compensation Committee for its approval.

Throughout fiscal 2012, the Compensation Committee Chair and the Lead Independent Director had informal discussions with Mr. Davis regarding his performance. At the end of the fiscal year, Mr. Davis provided a written self-assessment of his performance to the Board. Additionally, each independent director completed a written evaluation of Mr. Davis' performance using an evaluation form adopted by the Compensation Committee. The evaluation form rated Mr. Davis' performance based on: (1) our overall financial performance; (2) strategic planning, vision and leadership; (3) relationship management; and (4) personal and professional development. The Compensation Committee Chair and the Lead Independent Director then prepared a formal evaluation of Mr. Davis' performance using the self-assessment and the evaluation forms completed by the independent directors. The Compensation Committee took this information into consideration in setting Mr. Davis' compensation and performance goals for fiscal 2013.

How does the Compensation Committee keep track of how much Bob Evans' executive officers are paid?

When making compensation decisions, the Compensation Committee reviews tally sheets and wealth accumulation information prepared for each of our named executives by our compensation consultant. The purpose of the tally sheets is to bring together, in one place, all of the elements of compensation for our named executives. Each tally sheet contains the annual dollar value of each component of the named executive's compensation, including base salary, annual cash performance bonus, stock-based compensation, perquisites (as defined by SEC regulations) and retirement benefits. This information is provided for the last two fiscal years so the Compensation Committee can compare the year-over-year differences in each component of compensation.

The purpose of the wealth accumulation information is to bring together, in one place, all of the elements of compensation for our named executives. Each summary contains the dollar value of each component of the named executive's compensation. This information is provided for a rolling five year period so the Compensation Committee can compare the current and future differences in each component of compensation.

What are the elements of Bob Evans' executive compensation program?

Our executive compensation program consists of the following elements:

- Annual base salaries;
- Annual cash performance bonuses;
- Stock-based incentive compensation under our "Performance Incentive Plan;"
- Retirement benefits;
- Severance benefits; and
- Perquisites and other employee benefits.

We believe that each element of our executive compensation program is essential to meeting the program's overall objectives. We have not adopted a formula to allocate total compensation among these elements. However, the program's focus on Company, business unit and individual performance results in a strong emphasis on "pay for performance."

In fiscal 2010, the Compensation Committee implemented a new element of Mr. Davis' compensation program, which provides for an award of a one-time long-term performance based incentive. This aspect of Mr. Davis' compensation is described later in this Compensation Disclosure and Analysis section of this proxy statement.

Why does Bob Evans pay base salaries, annual cash performance bonuses and stock-based incentive compensation and how is the amount of each of these elements determined?

Annual Base Salaries. Base salaries are primarily used to attract and retain the executives we need to accomplish our business objectives. When determining the base salaries of our executive officers, the Compensation Committee considers the:

- importance of the executive officer’s job function;
- executive officer’s scope of responsibility;
- executive officer’s experience and tenure;
- performance of our Company and the executive officer’s business unit;
- executive officer’s individual performance and potential for future advancement; and
- market median base salary for similarly positioned executives in the restaurant industry (except for executive officers with positions that are not specific to the restaurant industry, for which the market median base salary for the broader general industry segment is also considered).

The Compensation Committee has not assigned any specific weighting to these factors, and the relevance of each factor varies from individual to individual.

The following table shows the fiscal 2012 base salary for each of our named executives, as well as the percentage increase over the fiscal 2011 base salary.

Fiscal 2012 Base Salary Table

<u>Named Executive</u>	<u>Fiscal 2012 Base Salary</u>	<u>Increase Over Fiscal 2011</u>
Steven A. Davis <i>Chairman of the Board and Chief Executive Officer</i>	\$785,400	0%
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	\$375,000	0%
Mark A. Mears <i>President and Chief Concept Officer — Mimi’s Cafe</i>	\$350,000	0%
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	\$412,000	0%
Randall L. Hicks <i>President and Chief Concept Officer — Bob Evans Restaurants</i>	\$350,000	3.5%

In setting the named executives’ base salaries for fiscal 2012, the Compensation Committee considered all of the factors described above, as well as the target level base salary increase for all of our corporate office employees in good standing, which was three percent.

The Compensation Committee reviewed the compensation of Mr. Davis against the survey and database information discussed above, and consulted with its compensation consultant, and concluded that Mr. Davis’ base salary was appropriate. The Compensation Committee did the same review and concluded the same was true for Messrs. DeSantis, Mears, and Brownlee; however, Mr. Hicks received an increase bringing his salary to \$350,000, so that his salary is in line with the median for the Peer Group.

Annual Cash Performance Bonuses. The annual cash performance bonus is an “at-risk” bonus designed to motivate our executive officers to achieve performance goals derived from our strategic plan. These performance goals consist of goals tied to objective Company and business unit performance measures, as well as individual performance goals tied to strategic plan initiatives.

Within the first 90-days of each fiscal year, the Compensation Committee establishes a set of performance goals and a target cash bonus for each executive officer. Each target cash bonus is set as a percentage of the

executive officer's base salary. The Compensation Committee sets cash bonus targets based on the recommendation of the compensation consultant, the Chief Executive Officer and the Executive Vice President — Human Resources, as well as each executive officer's job function and performance. The Compensation Committee also considers the market median bonus opportunity for executives in similar positions in the restaurant industry (except for executive officers with positions that are not specific to the restaurant industry, for which the market median bonus opportunity for the broader general industry segment is also considered).

The amount of the cash bonus ultimately paid depends on the extent to which the performance goals are achieved because we establish minimum, target and maximum performance targets. Our named executives can receive anywhere from 0 to 200 percent of their target cash bonuses (i.e., a sliding scale is used with 0 percent payout for performance below the minimum, 100 percent payout for performance at target, and 200 percent payout for performance at or above the maximum).

For fiscal 2012, the Compensation Committee set cash bonus targets for our named executives at 60 percent to 105 percent of their annual base salaries. The Compensation Committee set the fiscal 2012 cash bonus targets as follows: Messrs. Davis (105 percent), DeSantis (65 percent), Mears (60 percent), Brownlee (75 percent), and Hicks (60 percent). The bonus targets for Messrs. Davis, DeSantis, Mears, Brownlee and Hicks were increased by five percent to shift more compensation to at-risk versus fixed cost.

The following table shows for each of our named executives: the target value of their fiscal 2012 target cash bonus, the amount of the cash bonus actually paid in June 2012, and the performance goals, weighting and goal attainment level:

Fiscal 2012 Target Annual Cash Bonus Table

Named Executive	2012 Target Cash Bonus	2012 Actual Cash Bonus Paid	Bonus Performance Goals, Weighting and Goal Attainment Level			
			Goal	Weighting	Minimum	Actual
					Target	
					Maximum	
Steven A. Davis <i>Chairman and Chief Executive Officer</i>	\$824,670	\$725,957	Total Consolidated Operating Income(1)	50%	\$98,000,000	\$113,421,000
					\$121,995,000	
					\$146,000,000	
			EPS (Basic)(2)	20%	\$1.97	\$2.58
					\$2.46	
					\$2.95	
			Total Net Sales	10%	\$1,665,600,000	\$1,647,341,000
					\$1,735,000,000	
					\$1,804,400,000	
			Return on Stockholder's Equity(1)	10%	10%	11.6%
					11%	
					12%	
			Strategic Plan Initiatives	10%	0%	150%
					100%	
					200%	

Named Executive	2012 Target Cash Bonus	2012 Actual Cash Bonus Paid	Bonus Performance Goals, Weighting and Goal Attainment Level			
			Goal	Weighting	Minimum	Actual
					Target	
					Maximum	
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	\$243,750	\$202,386	Total Consolidated Operating Income(1)	50%	\$98,000,000	\$113,421,000
					\$121,995,000	
					\$146,000,000	
			EPS (Basic)(2)	20%	\$1.97	\$2.58
					\$2.46	
					\$2.95	
			Total Net Sales	10%	\$1,665,600,000	\$1,647,341,000
					\$1,735,000,000	
					\$1,804,400,000	
			Return on Stockholder's Equity(1)	10%	10%	11.6%
					11%	
					12%	
			Strategic Plan Initiatives	10%	0%	100%
					100%	
					200%	
Mark A. Mears <i>President and Chief Concept Officer — Mimi's Restaurants</i>	\$210,000	\$ 40,110	Mimi's Operating Income(1)	50%	\$8,720,000	\$1,420,000
					\$10,900,000	
					\$13,080,000	
			Mimi's Same Store Sales	25%	1.43%	-3.99%
					3.43%	
					5.43%	
			Margin Improvement	5%	-0.12%	0.35%
					1.88%	
					3.88%	
			Mimi's Guest Loyalty Index	5%	80%	79%
					82%	
					84%	
			Strategic Plan Initiatives	10%	0%	85%
					100%	
					200%	
			Mimi's Management Turnover	5%	32%	28.23%
					30%	
					28%	

Named Executive	2012 Target Cash Bonus	2012 Actual Cash Bonus Paid	Bonus Performance Goals, Weighting and Goal Attainment Level			
			Goal	Weighting	Minimum	Actual
					Target	
					Maximum	
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	\$309,000	\$202,797	Total Restaurant Operating Income including Real Estate dollars(1)	50%	\$78,238,000	\$92,681,000
					\$97,797,800	
					\$117,357,600	
			Blended Margin Improvement	10%	-0.73%	1.01%
					1.51%	
					3.75%	
			Blended Guest Loyalty	5%	85.57%	86.16%
					87.57%	
					89.57%	
			Real Estate — New Store/ Renovations	10%	84	95
					96	
					108	
			Strategic Plan Initiatives	5%	0%	75%
					100%	
					200%	
Bob Evans and Mimi's Restaurant Combined Sales	20%	\$1,314,795,000	\$1,332,708,356			
		\$1,369,578,000				
		\$1,424,361,000				
Randall L. Hicks <i>President and Chief Concept Officer — Bob Evans Restaurants</i>	\$210,000	\$201,432	Bob Evans Restaurant Operating Income(1)	50%	\$67,728,000	\$91,261,000
					\$84,660,000	
					\$101,592,000	
			Bob Evans Restaurants Same Store Sales	20%	0%	-0.6%
					2%	
					4%	
			Bob Evans Restaurants Margin Improvement	10%	-0.88%	1.25%
					1.42%	
					3.72%	
			ROIC — Remodels and New Store Openings	10%	9.6	11.68
					12.0	
					14.4	
			Strategic Plan Initiatives	10%	0%	85%
					100%	
					200%	

(1) For purposes of these performance goals, the results excluded the impact of several items, primarily noncash gains and charges, which included restructuring charges, severance payments, impairment costs and asset write-offs. The Compensation Committee decided to exclude these items so that the performance measure more accurately reflected our actual performance and results of operations without the impact of these unusual items.

- (2) The term “EPS (Basic)” means earnings-per-share computations are based on the weighted-average number of shares of common stock outstanding during the period presented. A reconciliation of earnings per share is as follows:

<u>Consolidated Financial Results (unaudited)</u> <u>(Thousands, except per share data)</u>	<u>Twelve Months Ended</u> <u>April 27, 2012</u>
Operating income as reported	\$107,874
Non GAAP Earnings Adjustments	3,879
Other Earnings Adjustments	1,667
Adjusted operating income	113,420
Net Interest Expense	7,884
Income Before Income Taxes as reported	99,990
Adjusted Income Before Income Taxes	105,536
Provisions for Income Taxes as reported	27,140
Adjusted provision for Income Taxes	28,846
Net Income as reported	72,850
Adjusted Net Income	76,690
Earnings Per Share as reported:	
Basic	\$ 2.45
Diluted	\$ 2.45
Adjusted Earnings Per Share:	
Basic	\$ 2.58
Diluted	\$ 2.58
Average Shares Outstanding:	
Basic	29,679
Diluted	29,781

Stock-Based Incentive Compensation. The Compensation Committee believes that stock-based incentive compensation represents the best method to link management objectives and stockholders’ interests because it focuses our executive officers on creating long-term stockholder value. Our stock-based incentive compensation program is called the Performance Incentive Plan. The Performance Incentive Plan has two primary goals:

- to align the financial interests of our executive officers and stockholders to maximize long-term stockholder value; and
- to retain the key executives we need to drive our long-term business success.

Each fiscal year, the amount of stock-based compensation that each of our named executives can receive under the Performance Incentive Plan is equal to a percentage of the named executive’s base salary determined by the Compensation Committee at the beginning of the fiscal year. The Compensation Committee sets each executive officer’s target stock-based incentive compensation based on the recommendation of the compensation consultant, the Chief Executive Officer and the Executive Vice President — Human Resources, each executive’s job function, performance and future potential, as well as the market median stock-based compensation opportunity for executives in similar positions in the restaurant industry (except for executive officers with positions that are not specific to the restaurant industry, for whom the market median stock-based compensation opportunity for the broader general industry segment is also considered).

Starting in fiscal 2011, 100 percent of each executive officer’s target stock-based incentive compensation consists entirely of performance-based restricted stock, which is awarded after the end of the fiscal year. In prior years, executive officers received 25 percent of their target-based incentive compensation in the form of stock options.

This stock-based incentive compensation is “at risk” because the named executive must meet objective performance goals established by the Compensation Committee at the beginning of the fiscal year in order to receive the restricted stock award at the end of the fiscal year. These objective performance goals are tied to Company and business unit performance metrics derived from our annual operating plan, strategic plan goals and our BEST® Brand Builders. The amount of stock-based compensation granted depends on the extent to which the performance goals are achieved because we establish minimum, target and maximum performance targets. Our executive officers can receive anywhere from 0 to 150 percent of the at-risk portion of their target stock-based incentive compensation (i.e., a sliding scale is used with no award for performance below the minimum, 100 percent award for performance at target, and 150 percent award for performance at or above the maximum). The Compensation Committee believes that granting performance-based restricted stock is an appropriate form of incentive compensation because the value of the restricted stock is tied directly to our performance and it aligns the financial interests of our executive officers and stockholders.

Additionally, granting restricted stock when performance goals are achieved supports our goal of retaining key executives because the restricted stock vests over a three-year period beginning on the first anniversary of the grant date. If an executive officer’s employment with us terminates before the restricted stock vests, he or she will forfeit the unvested portion of the award. There are some limited exceptions where the stock will still vest if the termination of employment is due to death, retirement or disability.

The Compensation Committee set fiscal 2012 target stock-based incentive compensation for our named executives at 95 percent to 250 percent of their base salaries. The Compensation Committee set the target stock-based incentive compensation targets as follows: Messrs. Davis (250 percent), DeSantis (105 percent), Mears (95 percent), Brownlee (150 percent), and Hicks (95 percent).

The following table shows for each of our named executives the target value of his fiscal 2012 target stock-based compensation, as well as the related performance goals and goal attainment level:

Fiscal 2012 Stock-Based Incentive Compensation Table

Named Executive	2012 Value of Target Stock-Based Compensation	2012 Value of Actual Stock-Based Compensation Awarded(1)	Bonus Performance Goals, Weighting and Attainment Level			
			Goal(2)	Weighting	Minimum	Actual
					Target	
					Maximum	
Steven A. Davis <i>Chairman and Chief Executive Officer</i>	\$1,963,500	\$2,183,816	EPS(Basic)	100%	\$1.97	\$2.58
					\$2.46	
					\$2.95	
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	\$ 393,750	\$ 437,931	EPS (Basic)	100%	\$1.97	\$2.58
					\$2.46	
					\$2.95	
Mark A. Mears <i>President and Chief Concept Officer — Mimi's Restaurants</i>	\$ 310,796	\$ 92,452	Mimi's Operating Income	75%	\$8,720,000	\$1,420,000
					\$10,900,000	
					\$13,080,000	
			EPS (Basic)	25%	\$1.97	\$2.58
					\$2.46	
					\$2.95	
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	\$ 618,000	\$ 574,734	Total Restaurant Operating Income including Real Estate dollars	75%	\$78,238,000	\$92,681,000
					\$97,797,800	
					\$117,357,600	
			EPS (Basic)	25%	\$1.97	\$2.58
					\$2.46	
					\$2.95	
Randall L. Hicks <i>President and Chief Concept Officer — Bob Evans Restaurants</i>	\$ 210,000	\$ 390,455	Bob Evans Restaurant Operating Income	75%	\$67,728,000	\$91,261,000
					\$84,660,000	
					\$101,592,000	
			EPS (Basic)	25%	\$1.97	\$2.58
					\$2.46	
					\$2.95	

- (1) In determining the number of shares of restricted stock or restricted stock units actually awarded, the closing stock price on the day of the grant is multiplied by a three year ratable vesting discount value of .9029 to obtain a modified closing stock price. The total value of the Performance Incentive Plan award is then divided by the modified closing stock price to determine the number of shares of restricted stock or restricted stock units awarded.
- (2) For purposes of these performance goals, the results excluded the impact of several items, primarily noncash gains and charges, which included among other items restructuring charges, severance payments, impairment costs and asset write-offs. The Compensation Committee decided to exclude these items during the first

90-days of the fiscal year so that the performance measure more accurately reflected our actual performance and results of operations without the impact of these unusual items. For information on EPS (Basic), see footnote (2) under “Fiscal 2012 Target Annual Cash Bonus Table.”

In addition to the stock-based incentive compensation under our Performance Incentive Plan described above, Mr. Davis’ compensation package includes an additional stock-based compensation component. During fiscal 2010, we entered into an amended and restated employment agreement with Mr. Davis that provides for the award of performance shares to Mr. Davis based on our performance over the five-year period beginning in fiscal 2010 through fiscal 2014 (the “Five-Year Performance Period”). The purpose of this long-term performance-based incentive (“LTPBI”) is to increase stockholder value by establishing an additional compensation incentive for Mr. Davis which is linked directly to our long-term performance. The details of Mr. Davis’ employment agreement, including the LTPBI, are described under “Executive Compensation;” “Employment Agreement — Steven Davis.”

At the beginning of each fiscal year included in the Five-Year Performance Period, Mr. Davis is granted a number of performance shares equal to 125 percent of his base salary, divided by the average closing price of our stock for the trading days in the 180-day period that precedes the seventh day before the date of the grant.

Under this formula, Mr. Davis was granted 44,151 performance shares (125 percent multiplied by his fiscal 2010 base salary of \$770,000 divided by an average stock price of \$21.80) at the beginning of fiscal 2010. The performance shares granted are added to a “Potential Award Pool” at the end of each fiscal year if we achieve the net income growth target established by the Compensation Committee at the outset of that fiscal year. The Compensation Committee approved adding Mr. Davis’ fiscal 2010 grant of 44,151 performance shares to the Potential Award Pool because our fiscal 2010 net income growth target was 9.6 percent higher than our fiscal 2009 net income target.

Mr. Davis was granted 33,067 performance shares (125 percent multiplied by his fiscal 2011 base salary of \$785,400 divided by an average stock price of \$29.69) at the beginning of fiscal 2011. For fiscal 2011 the Compensation Committee determined that Mr. Davis’ grant of 33,067 performance shares would be added to the Potential Award Pool only if our fiscal 2011 net income growth was greater than or equal to 6.4% percent or the 50th percentile net income growth of our Peer Group. The Compensation Committee did not approve adding Mr. Davis’ fiscal 2011 grant of 33,067 performance shares to the Potential Award Pool because our fiscal 2011 internal net income growth target was -8.2 percent lower than our fiscal 2010 internal net income target and he did not meet the net income growth target of at least the 50th percentile of the Peer Group.

For fiscal 2012 the Compensation Committee determined that Mr. Davis’ grant of 30,699 performance shares would be added to the Potential Award Pool only if our fiscal 2012 net income growth target was greater than or equal to 10.8 percent or the 50th percentile net income growth of our Peer Group. The Compensation Committee approved adding Mr. Davis’ fiscal 2012 grant of 30,699 performance shares to the Potential Award Pool because our fiscal 2012 internal net income growth was 13.4 percent.

Summary of LTPBI Shares Granted and Potential Award Shares — Fiscal Year 2012 Table

<u>Fiscal Year</u>	<u>Shares “Granted”</u>	<u>Potential Award Pool Shares</u>
2010	44,151	44,151
2011	33,067	0
2012	30,699	30,699
Total		74,850

In order for Mr. Davis to receive any of the performance shares in the Potential Award Pool at the end of fiscal 2014, our annual average total stockholder return (“TSR”) over the Five-Year Performance Period must be equal to or greater than the 50th percentile as compared to our Peer Group. Our fiscal 2012 TSR was in the 58th percentile as compared to our Peer Group. Therefore, our performance if it continued at this rate could qualify Mr. Davis to receive a portion of the award pool of performance shares at the end of fiscal 2014.

What retirement benefits does Bob Evans provide to its executives?

Our Compensation Committee and management believe that it is important to provide post-retirement benefits to employees who reach retirement age. Our retirement benefits consist of the following components:

401(k) Plan. We maintain a 401(k) tax-qualified retirement savings plan. All of our employees who are age 19 or older are eligible to participate in the 401(k) plan after they complete 1,000 hours of service. Our executive officers participate in the 401(k) plan on the same basis as our other employees.

Our 401(k) plan operates on a calendar year. Currently, any company match of employee contributions will be based on our financial performance. For calendar year 2011 (which included part of our fiscal 2011 and fiscal 2012 years), the Board approved a matching contribution of \$.25 on the dollar for the first six percent of compensation contributed to the 401(k) plan. This matching contribution was based on our earnings during calendar year 2011. Any future matching contributions to the 401(k) plan will continue to be based upon our financial performance. Employee contributions to the 401(k) plan vest immediately, while our matching contributions vest in increments based on years of service (with participants being 100 percent vested after 6 years of service).

The Internal Revenue Service places limits on amounts that “highly compensated employees,” like our executive officers, may contribute to 401(k) plans. These limits generally mean that our employees who made \$110,000 or more in calendar year 2011 cannot contribute more than three percent of their compensation or \$7,350, whichever is less, to the 401(k) plan in calendar year 2012. Also, because of these limits, our matching contributions to the 401(k) plan accounts of highly compensated employees are limited. Our matching contributions to the 401(k) accounts of our named executives are included in the “All Other Compensation” column of the “Summary Compensation Table” and in the “All Other Compensation” table, located in the “EXECUTIVE COMPENSATION” section of the proxy statement.

Employees can elect to receive their 401(k) plan account balances in a lump sum or in installments spread over a maximum of 10 years. Employees will receive a distribution upon normal retirement (age 62), early retirement (age 55 with at least six years of service), death, disability or termination of employment. They may also receive distributions while they are still employed if they suffer a financial hardship or reach age 62.

Executive Deferral Plan. We maintain an executive deferral plan, which is a nonqualified deferred compensation plan, intended to supplement our 401(k) plan. Our deferral plan allows certain management and highly compensated employees to defer a portion of their base salaries and up to 100 percent of their cash bonuses into the plan before most taxes are withheld. For calendar year 2011 (which includes part of our fiscal 2011 and fiscal 2012 years), the Board approved a matching contribution of \$.25 on the dollar for (1) the first six percent of compensation contributed to the executive deferral plan, less (2) the actual deferral percentage for each under the 401(k) plan. This matching contribution was based on our earnings during calendar year 2011.

We believe the executive deferral plan promotes personal savings and helps offset contribution limits under our 401(k) plan. The primary benefit to participants of this plan is that most taxes are deferred until the money is distributed from the plan, so savings accumulate on a pre-tax basis. We believe our deferral plan benefits our stockholders by promoting employee retention. We also believe we need to offer this type of plan to compete effectively for executive talent because many other companies offer this type of plan. For a more detailed description of the deferral plan and information regarding contributions to the deferral plan, please refer to the “Nonqualified Deferred Compensation” table and accompanying explanation, located in the “EXECUTIVE COMPENSATION” section of this proxy statement.

Supplemental Executive Retirement Plan. We maintain a supplemental executive retirement plan or “SERP” for certain management and highly compensated employees, including our executive officers. The SERP is a nonqualified defined contribution plan designed to supplement the retirement benefits of its participants. The SERP is designed to pay a participant, who retires after the participant’s 62nd birthday with an annual target benefit up to 55 percent of the participant’s final average earnings (depending on years of service) when combined with our contributions to the participant’s 401(k) plan account and 50 percent of the participant’s Social Security benefit. We believe the SERP is a powerful employee retention tool because, in general,

participants will forfeit a significant element of their compensation that they have accrued over their careers with us if their employment ends prior to their retirement. For a more detailed description of the SERP and information regarding contributions to the deferral plan, please refer to the “Nonqualified Deferred Compensation” table and accompanying explanation, located in the “EXECUTIVE COMPENSATION” section of this proxy statement.

In June 2009, our Board amended the SERP to preclude the addition of new participants. The Compensation Committee recommended this amendment to the Board based upon its assessment that the SERP was no longer a necessary incentive for recruiting new executive talent. The Compensation Committee concluded that it was appropriate for us to continue to make contributions to the accounts of existing SERP participants because it is an effective tool for retaining these executives and these participants relied upon their participation in the SERP when deciding to join us and/or remain in our employ.

Does Bob Evans provide any of its executive officers with severance or change in control benefits?

Yes, under the terms of our equity-based compensation plans, our employment agreement with Mr. Davis and our Change in Control and Severance Program (the “CIC/Severance Program”), our named executives are entitled to payments and benefits under certain circumstances, including a termination of employment in connection with a change in control. These arrangements are described in detail under “Executive Compensation” — “Employment Agreement – Steven Davis” and “Change in Control and Severance Program,” later in the proxy statement. A table showing the incremental compensation that would have been payable to our named executives at the end of fiscal 2012 under various termination of employment scenarios is located under the heading “Potential Payouts upon Termination or Change-in-Control” later in this proxy statement.

The change in control benefit provided for in the CIC/Severance Program is designed to retain key executives during the period in which a transaction involving a change in control is being negotiated or during a period in which a hostile takeover is being attempted. We believe that our operations and the overall value of our Company could be adversely affected if the officers who have change in control benefits left us during or immediately after our acquisition by another company.

Does Bob Evans provide its executives with perquisites?

Due to the regional nature of our business and the need for our officers and other personnel to spend time in the field visiting our restaurants, food products plants, customers and key suppliers, all of our officers, including the named executives, are provided with a monthly car allowance or a company car. For the same reasons, we also provide our executive officers with the use of a corporate aircraft for business travel. We share the corporate aircraft with another company through a joint ownership arrangement. We do this in order to provide efficient business travel options for our executive officers. We do not allow personal use of the corporate aircraft which would cause us to incur incremental costs.

The value and type of “perquisites” (as defined by SEC regulations) provided to our named executives in fiscal 2012 are included in the “All Other Compensation” column of the “Summary Compensation Table,” and the “All Other Compensation” table.

What other benefits does Bob Evans provide to its executives?

All of our executive officers are eligible to participate in our employee benefit programs, including life, health and dental insurance plans, on the same terms as our other full time employees.

Does Bob Evans have a policy for granting equity awards?

We have a formal “Equity Award Granting Policy.” Among other things, the policy:

- states that the exercise price of all equity awards will be the closing price of our stock on the grant date;
- states that the Compensation Committee or the full Board must approve all equity awards at a meeting (not by written consent); and
- sets forth specific procedures for issuing and documenting equity awards.

Historically, we have granted equity awards to our employees at a fixed time every year, the date of the regularly scheduled Compensation Committee meeting in June. The June meeting occurs after we release our fiscal year-end financial results with sufficient time to elapse for the public to absorb our results. The annual performance awards are based on financial metrics that are fixed approximately a year in advance of the June Compensation Committee meeting. If the metrics are met, and the Compensation Committee grants the performance awards, the grant then vests on a pro rata basis over a three year period, with the first third vesting a year after the grant date.

We make annual equity awards to members of our Board in accordance with our Director Compensation Program. These awards are issued on the date directors are elected at our annual meeting of stockholders in August. The annual meeting of stockholders is also scheduled to occur after the release of our year-end and first quarter financial results.

We do not “backdate” equity awards. Also, our current stock-based compensation plan prohibits repricing equity awards without stockholder approval.

What is the role of the compensation consultant?

The Compensation Committee has engaged Towers Watson to provide compensation consulting services. The role of the compensation consultant is to make sure the Compensation Committee has the objective information and expertise necessary to make informed decisions that are in the best long-term interests of our business and stockholders. The compensation consultant also keeps the Compensation Committee informed as to compensation trends and developments affecting public companies in general and our industries in particular. A representative of Towers Watson usually attends meetings of the Compensation Committee that deal with executive compensation matters.

Towers Watson has assisted the Compensation Committee since the end of 2004 with specific projects, including the periodic comparison of our executive officer and director compensation to market compensation practices, the design of the Performance Incentive Plan and the development of the 2010 Plan. During fiscal 2012, Towers Watson worked with the Compensation Committee on a number of compensation projects, including:

- reviewing and analyzing our compensation programs;
- developing methods for further aligning our compensation program with our compensation philosophy;
- reviewing the Peer Group;
- reviewing our compensation programs and making recommendations regarding possible changes to those programs; and
- keeping the Compensation Committee informed of recent trends and developments in officer and director compensation, as well as legislation impacting executive compensation.

In determining to retain Towers Watson for executive compensation consulting services during fiscal 2012, the Compensation Committee considered Towers Watson’s relationships with us, the level of fees paid to Towers Watson, and Towers Watson’s policies described below. The Compensation Committee also considered the quality of the services Towers Watson provided to the Compensation Committee in the past and the ability of Towers Watson personnel to provide objective and independent assistance and advice to the Compensation Committee.

Towers Watson confirmed to the Compensation Committee that it maintains policies and processes to mitigate potential issues of independence when providing consulting services to the Compensation Committee while also providing other services to management. These included the following:

- the individuals who provide consulting services to the Compensation Committee were not personally involved in doing work in any of the other areas in which Towers Watson provided services to management;

- the individuals who provide consulting services to the Compensation Committee did not share information about the specific work they did on behalf of the Compensation Committee with other Towers Watson staff who provided assistance to management on other engagements; and
- the individuals who provide consulting services to the Compensation Committee were not directly compensated for increasing the total revenues that Towers Watson generated from providing services to management or expanding the range of services that Towers Watson provided to management.

In February 2011, the Compensation Committee charter was amended to provide that the Compensation Committee has sole authority to approve any engagement of a compensation consulting firm by management, in addition to its existing authority to retain and terminate a compensation consulting firm and approve the terms and fees of any such firm for services provided to the Compensation Committee.

Towers Watson has also been engaged by management for certain services unrelated to executive compensation consulting, primarily consulting services related to our health care plan and our other health and welfare plans. Management is required to obtain the prior approval of the Compensation Committee Chair before engaging Towers Watson for any services. In fiscal 2012, the Compensation Committee Chair approved our engagement of Towers Watson for consulting services related to our health care plan and certain other health and welfare plans.

In fiscal 2012, Towers Watson was paid \$185,896 for executive compensation consulting services. During the contract period of July 1, 2011 through June 30, 2012 (“Contract Period”), we paid Towers Watson directly and indirectly approximately \$806,022 for services provided to management unrelated to executive compensation, such as services related to our health care plan and our other health and welfare plans.

We have a “commission recapture” arrangement with Towers Watson. We believe this is a common practice for companies and it is beneficial for us. Under the arrangement, Towers Watson receives a rebate from third parties on commissions that are paid by us for products and coverage related to our health care plan and other health and welfare plans. Towers Watson credits the recaptured commissions received by it from the third parties against the amounts we owe to Towers Watson for services related to our health care plan and other health and welfare plans. During the Contract Period, the commission recapture credit was \$806,022, which included a credit amount of \$131,866 for the prior year’s unused commissions. As such, while Towers Watson performed services for us related to our health care plan and other health and welfare plans with an invoiced value of \$806,022, the amount we actually paid Towers Watson for these services was \$0. We have no accrued credits at this time for future services related to our health care plan and other health and welfare plans. The following table shows the nature and amount of fees invoiced by Towers Watson, as well as the amounts Towers Watson received from us and from the commission recapture arrangement.

	<u>Non-Executive Compensation Services Invoiced</u>	<u>Executive Compensation Services Invoiced</u>
	\$ 806,022	\$185,896
Commission Recapture Credit Against Invoiced Amounts	<u>\$(806,022)</u>	<u>0</u>
Total Fees Paid by Us	<u>\$ 0</u>	<u>\$185,896</u>

Does Bob Evans have stock ownership requirements?

Yes, we implemented stock ownership guidelines for our directors and officers in 2005, and the guidelines are updated periodically. We believe the guidelines further align the motivations and interests of our directors and officers with the interests of our stockholders. The guidelines ensure that the individuals responsible for our stewardship and growth have a significant personal stake in our performance and progress.

The ownership guidelines for our officers vary based on the officer’s pay and position. The following table shows our current stock ownership guidelines:

<u>Position</u>	<u>Number of Shares</u>
Chief Executive Officer	100,000
Chief Financial Officer	40,000
Chief Risk and Compliance Officer	40,000
President and Chief Restaurant Operations Officer	40,000
President and Chief Concept Officer	40,000
President — Food Products	40,000
Executive Vice President	30,000
Senior Vice President	10,000
Vice President	5,000
Member — Board of Directors	12,500

We count shares beneficially owned, as well as unvested restricted stock and phantom stock/share equivalent units held beneficially through our 401(k) plan, the dividend reinvestment plan and under our deferred compensation programs toward these requirements. We do not, however, count unexercised stock options toward the ownership requirements.

Each of our officers and directors is expected to meet 50 percent of the applicable stock ownership guideline within three years and 100 percent of the stock ownership guideline within five years from the later of (1) the implementation of revised stock ownership guidelines; (2) his/her election as an officer or director; or (3) his/her promotion to a position with a higher stock ownership guideline. The number of shares owned by each of our directors and named executives as of July 1, 2012, is shown in the table under the heading “Stock Ownership of Certain Beneficial Owners and Management.”

What is the potential impact of executive misconduct on compensation?

The Compensation Committee has adopted an Executive Compensation Recoupment Policy (the “Recoupment Policy”). Each executive officer has executed an agreement acknowledging their understanding of the Recoupment Policy. Under the Recoupment Policy, we may recoup annual cash bonuses, stock-based awards, performance-based compensation, and any other forms of cash or equity compensation (other than salary) paid to our executive officers under certain circumstances. The Recoupment Policy will apply in the event of a restatement of our previously issued financial statements as a result of error, omission, fraud or noncompliance with financial reporting requirements. The Compensation Committee will review the facts and circumstances underlying any restatement (including any potential wrongdoing and whether the restatement was the result of negligence or intentional or gross misconduct) and may, in its discretion, direct that we attempt to recover all or a portion of the compensation paid to an executive officer (other than salary) with respect to any fiscal year in which our financial results are negatively affected by the restatement. Recoupment may include, but is not limited to, reimbursement by the executive officer of the amount of cash bonuses received, cancellation or forfeiture of outstanding stock-based compensation and the payment to us of stock sale proceeds. In any instance in which the Compensation Committee concludes that an executive officer engaged in an act of fraud or misconduct that contributed to the need for a financial restatement, the Compensation Committee may, in its discretion, recover, and the executive officer will forfeit or repay, all of the executive officer’s compensation (other than salary) for the relevant period, plus a reasonable rate of interest.

Additionally, if the Board were to determine that an executive officer harmed us through fraud or intentional misconduct, the Board would take action to remedy the misconduct, prevent its occurrence in the future and impose appropriate discipline, which might include termination of employment or suing the executive officer for breach of fiduciary duty. Our 2010 Plan provides that all unvested awards under the 2010 Plan will be forfeited if an employee’s service is terminated for cause. If our Chief Executive Officer or Chief Financial Officer were to engage in misconduct that resulted in a financial restatement for material non-compliance with securities laws, they would be required by law to reimburse us for bonuses, other incentive compensation, and profits from sales of our stock.

Does Bob Evans consider tax and accounting implications when making compensation decisions?

Yes, the Compensation Committee considers the financial reporting and tax consequences to us of compensation paid to our executive officers when it determines the overall level of compensation and mix of compensation components. The Compensation Committee generally seeks to balance the goal of providing our executive officers with appropriate compensation with the need to maximize the deductibility of compensation.

Section 162(m) of the Internal Revenue Code (“Code”) prohibits us from claiming a deduction on our federal income taxes for compensation in excess of \$1,000,000 per taxable year paid to our Chief Executive Officer and our three other most highly compensated executive officers (but excluding our Chief Financial Officer) who are employed at the end of the fiscal year. There is an exception to this rule for compensation that qualifies as “performance-based,” which means that the compensation is only paid if the executive officer’s performance meets pre-established objective goals based on performance criteria approved by our stockholders.

We do not have a policy requiring all compensation to be deductible under Code Section 162(m) because the Compensation Committee believes there may be circumstances under which it is appropriate to forgo deductibility. However, we designed the annual cash performance bonus and stock-based compensation components of our executive compensation program to qualify as performance-based compensation by setting goals that are based on the performance criteria approved by our stockholders as part of our 2010 Plan (with limited exceptions for some individual performance goals). We were able to deduct all of the compensation we paid in fiscal 2012.

Our CIC/Severance Program became effective on January 1, 2011 and eliminated the tax gross up provisions we had in effect prior to that date that previously existed in the individual change in control agreements we had with some of our officers.

We have amended our compensation plans to comply with Section 409A of the Code. Section 409A is intended to eliminate perceived abuses related to the timing of elections and distributions, as well as the acceleration of payments, under nonqualified retirement plans and other nonqualified deferred compensation arrangements.

What significant actions has the Compensation Committee taken since the end of fiscal 2012?

Our Compensation Committee has reviewed the performance of our Company and our officers for fiscal 2012, including the extent to which the performance goals set at the beginning of the fiscal year were met. Based on this review, the Compensation Committee approved the annual cash bonuses and long-term incentive awards outlined in the tables above.

The Compensation Committee established fiscal 2013: (1) base salaries; (2) annual cash bonus targets and related performance goals; and (3) target stock-based compensation and related performance goals under the Performance Incentive Plan for our executive officers. The following table sets forth the approved 2013 base salaries and percent increase over 2012 base salary:

Fiscal 2013 Base Salary Increase Table

<u>Name and Title</u>	<u>Base Salary Increase</u>	<u>Fiscal 2013 Base Salary</u>
Steven A. Davis <i>Chairman of the Board and Chief Executive Officer</i>	0%	\$785,400
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	0%	\$375,000
Mark A. Mears <i>President and Chief Concept Officer — Mimi’s Cafe</i>	0%	\$350,000
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	0%	\$412,000
Randall L. Hicks <i>President and Chief Concept Officer — Bob Evans Restaurants</i>	0%	\$350,000

None of our named executives received a base salary increase. Based on the survey and salary information discussed above, as well as discussions with Towers Watson, the Compensation Committee determined that the named officers' base salaries were appropriate.

As shown in the following table, the target annual cash bonus opportunity that was increased by five percent for all named executives to offset the lack of a base salary increase for fiscal 2012, will continue for fiscal 2013. Based on the survey and salary information discussed in the preceding sections, the Compensation Committee determined that the base salary levels of the named executive officers were within the appropriate ranges relative to market. Management, including the named executives, recommended that no base salary increases be given to the officers of the Company whose jobs had not changed in 2012. The rationale for this (and similar base salary freezes in prior years) was to set an appropriate leadership example and use those funds to strengthen pay for performance programs in our field organizations. We believe that by evaluating base salaries against the market versus non-performance related "cost of living" or "annual merit increases," more dollars can be directed to rewarding performance.

The table below sets forth the fiscal 2013 target annual cash bonus (as a percentage of annual base salary) and associated performance goals established by the Compensation Committee for each named executive:

Fiscal 2013 Target Annual Cash Bonus Table

Name and Title	2013 Target Annual Cash Bonus	Bonus Performance Goals	
		Goal	Weighting
Steven A. Davis <i>Chairman and Chief Executive Officer</i>	105%	Total Consolidated Operating Income	50%
		Earnings Per Share (Basic)	20%
		Total Net Sales	10%
		Return on Stockholder's Equity	10%
		Strategic Plan Initiatives	10%
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	65%	Total Consolidated Operating Income	50%
		Earnings Per Share (Basic)	20%
		Total Net Sales	10%
		Return on Stockholder's Equity	10%
		Strategic Plan Initiatives	10%
Mark A. Mears <i>President and Chief Concept Officer — Mimi's Restaurants</i>	60%	Mimi's Operating Income	50%
		Mimi's Same Store Sales	30%
		Mimi's Guest Loyalty Index	10%
		Strategic Plan Initiatives	10%
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	75%	Total Restaurant Operating Income including Real Estate dollars	50%
		Bob Evans and Mimi's Restaurant Same Store Sales	20%
		Bob Evans and Mimi's Restaurant ROIC	20%
		Bob Evans and Mimi's Restaurant Guest Loyalty Index	5%
		Strategic Plan Initiatives	5%
Randall L. Hicks <i>President and Chief Concept Officer Bob Evans Restaurants</i>	60%	Bob Evans Restaurant Operating Income	50%
		Bob Evans Restaurant Same Store Sales	30%
		Bob Evans Restaurant ROIC	10%
		Bob Evans Restaurant Guest Loyalty Index	5%
		Strategic Plan Initiatives	5%

- (1) For purposes of fiscal 2013 performance goals, the Compensation Committee determined within the first 90-days of the fiscal year that it may exclude certain income and/or expense items that are not indicative of ongoing results including: “strategic” items (charges or credits related to our high-level strategic direction, such as restructurings, acquisitions, divestitures, the purchase or sale of equities, and the issuance or payment of debt); “regulatory” items (charges or credits due to changes in tax or accounting rules); “external” items (charges or credits due to external events such as natural disasters); and “other” significant unusual, nonrecurring or rare items (such as charges or credits due to litigation or legal settlements, the disposal of assets or asset impairment).

The table below sets forth the target stock-based incentive compensation (as a percentage of annual base salary) and performance goals established by the Compensation Committee for each named executive under the Performance Incentive Plan for fiscal 2013:

Fiscal 2013 Target Stock-Based Incentive Compensation Table

<u>Name and Title</u>	<u>2013 Target Stock Incentive Compensation</u>	<u>Bonus Performance Goals(1)</u>	
		<u>Goal</u>	<u>Weighting</u>
Steven A. Davis <i>Chairman of the Board and Chief Executive Officer</i>	250%	EPS (Basic)	100%
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	105%	EPS (Basic)	100%
Mark A. Mears <i>President and Chief Concept Officer — Mimi’s Cafe</i>	95%	Mimi’s Operating Income EPS (Basic)	75% 25%
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	150%	Total Restaurant Operating Income EPS (Basic)	75% 25%
Randall L. Hicks <i>President and Chief Concept Officer — Bob Evans Restaurants</i>	95%	Bob Evans Restaurants Operating Income EPS (Basic)	75% 25%

- (1) For purposes of fiscal 2013 performance goals, the Compensation Committee determined within the first 90-days of the fiscal year that it may exclude certain income and/or expense items that are not indicative of ongoing results including: “strategic” items (charges or credits related to our high-level strategic direction, such as restructurings, acquisitions, divestitures, the purchase or sale of equities, and the issuance or payment of debt); “regulatory” items (charges or credits due to changes in tax or accounting rules); “external” items (charges or credits due to external events such as natural disasters); and “other” significant unusual, nonrecurring or rare items (such as charges or credits due to litigation or legal settlements, the disposal of assets or asset impairment).

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this proxy statement. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and be incorporated by reference into Bob Evans' Annual Report on Form 10-K for the fiscal year ended April 27, 2012.

Submitted by the Compensation Committee:
*Paul S. Williams (Chairperson), Michael J. Gasser,
G. Robert Lucas and Bryan G. Stockton*

EXECUTIVE COMPENSATION

Summary Compensation for Fiscal 2012, 2011 and 2010

The following table lists the fiscal 2012, 2011 and 2010 annual compensation of our Chief Executive Officer, Chief Financial Officer and our three other most highly compensated executive officers as of the end of Fiscal 2012. We refer to these executive officers as our “named executives.”

Summary Compensation Table

Name and Principal Position	Year	Salary (1)	Bonus (2)	Stock Awards (3)	Option Awards (3)	Non-Equity Incentive Plan Compensation (4)	All Other Compensation (5)	Total
Steven A. Davis <i>Chairman of the Board and Chief Executive Officer</i>	2012	\$785,400	0	\$1,896,856	\$ 0	\$725,957	\$225,995	\$3,634,208
	2011	784,808	0	1,684,160	349,863	511,924	256,660	3,587,415
	2010	770,000	0	1,650,498	478,121	724,570	238,404	3,861,593
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	2012	375,000	0	56,459	0	202,386	32,746	666,591
	2011	43,269	0	0	0	19,750	2,595	65,614
Mark A. Mears <i>President and Chief Concept Officer — Mimi's Cafe</i>	2012	343,269	0	518,533	0	40,110	32,540	934,453
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	2012	412,000	0	500,015	0	202,797	89,982	1,204,794
	2011	411,538	0	323,710	109,048	200,928	88,934	1,134,158
	2010	400,000	0	132,139	33,576	177,800	337,321	1,080,836
Randall L. Hicks <i>President and Chief Concept Officer — Bob Evans Restaurants</i>	2012	350,000	0	308,912	0	201,432	64,092	924,436
	2011	337,933	0	169,299	44,982	147,993	87,826	788,033
	2010	330,000	0	257,399	55,656	113,909	72,399	829,363

- (1) Each of the named executives, except Mr. Brownlee, deferred a portion of his salary to our executive deferral plan, which is included in the “Nonqualified Deferred Compensation” table that follows. Each of the named executives also contributed a portion of his salary to our 401(k) plan.
- (2) Amounts in this column represent cash bonus amounts that are not performance based, such as discretionary cash bonuses. Our bonus programs are performance based.
- (3) These amounts represent the aggregate grant date fair value of awards for fiscal years 2012, 2011, and 2010, computed in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718. Amounts shown do not reflect compensation actually received or that may be realized in the future. To see the value actually received by the named executive officers in fiscal year 2012, see the Option Exercises and Stock Vested for Fiscal 2012 Table. For further information, including information relating to the assumptions underlying the valuation of the stock awards, refer to Note 4 of our financial statements in our Annual Report on Form 10-K for the year ended April 27, 2012 as filed with the SEC. See the “Grants of Plan-Based Awards for Fiscal 2012” table for information on stock awards made in fiscal 2012.
- (4) The amounts in this column represent the annual cash bonus earned by each of the named executives in the fiscal year indicated based on the achievement of performance goals established by the Compensation Committee at the beginning of that fiscal year. Bonuses shown were paid within two months after the end of the respective fiscal year, and each of the named executives, except Messrs. Brownlee and DeSantis in 2011, deferred a portion of his cash bonus to our executive deferral plan. The amounts deferred in fiscal 2010 were included in the “Nonqualified Deferred Compensation Table” for fiscal 2011. The amounts deferred in fiscal 2011 are included in the “Nonqualified Deferred Compensation Table” for fiscal 2012. The amounts deferred in fiscal 2012 will be included in the “Nonqualified Deferred Compensation Table” for fiscal 2013.
- (5) See the “All Other Compensation for Fiscal 2012 Table” below for additional information.

All Other Compensation for Fiscal 2012

The following table describes each component of the “All Other Compensation” column in the “Summary Compensation Table” above for fiscal 2012.

All Other Compensation for Fiscal 2012 Table

<u>Name of Executive</u>	<u>Contributions to Employee Plans(1)</u>	<u>Tax Reimbursement Payments(2)</u>	<u>Personal Use of Automobile and/ or Auto Allowance(3)</u>	<u>Other(4)</u>	<u>Total</u>
Steven A. Davis <i>Chairman of the Board and Chief Executive Officer</i>	\$191,829	\$13,829	\$17,633	\$2,704	\$225,995
Paul F. DeSantis <i>Chief Financial Officer, Treasurer and Assistant Secretary</i>	4,666	5,410	22,490	180	32,746
Mark A. Mears <i>President and Chief Concept Officer — Mimi’s Cafe</i>	3,945	6,252	22,058	287	32,540
Harvey Brownlee <i>President and Chief Restaurant Operations Officer</i>	61,645	5,540	22,490	307	89,982
Randall L. Hicks <i>President and Chief Concept Officer — Bob Evans Restaurants</i>	44,559	7,895	11,384	255	64,092

- (1) The amounts in this column include our contributions to the accounts of each of the named executives under our 401(k) plan, our executive deferral plan and our supplemental executive retirement plan (“SERP”). In fiscal 2012, we made a \$1,837 matching contribution to the 401(k) plan account of each of the named executives, except Messrs. DeSantis and Mears who received \$972 and \$370 respectively. Our fiscal 2012 matching contributions to the executive deferral plan were \$17,715; \$3,693; \$3,574 and \$5,627 for Messrs. Davis, DeSantis, Mears and Hicks, respectively. Our fiscal 2012 contributions to the SERP were \$172,276; \$59,807 and \$37,094 for Messrs. Davis, Brownlee and Hicks, respectively. Messrs. DeSantis and Mears are not participants in the SERP.
- (2) The amounts in this column represent reimbursement for the payment of taxes (i.e., “gross-ups”) with respect to the personal use of corporate automobiles.
- (3) The amounts in this column represent a cash car allowance paid to Messrs. Davis, DeSantis, Mears, Harvey and Hicks and the incremental cost we incurred for the personal use of corporate automobiles by Messrs. Davis and Hicks.
- (4) This column includes retirement payments, other expense reimbursements and perquisites, valued at the incremental cost to our Company.

Grants of Plan-Based Awards for Fiscal 2012

The following table presents information on plan-based awards granted to each of the named executives during fiscal 2012.

Grants of Plan-Based Awards for Fiscal 2012 Table

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Possible Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	All Other Option Awards: Number of Securities Underlying Options(4) (#)	Exercise or Base Price of Option Awards(5) (\$/Sh)	Grant Date Fair Value of Stock and Option Awards(6) (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)				
Steven A. Davis	6/14/2011	\$0	\$824,670	\$1,649,340	\$0	\$1,963,500	\$2,945,250			\$33.27	\$1,896,856
Paul F. DeSantis	6/14/2011	0	243,750	487,500	0	393,750	590,625			33.27	56,459
Mark A. Mears	6/10/2011 6/14/2011	0	210,000	420,000	0	332,500	498,750	15,994		32.20 33.27	515,007 3,527
Harvey Brownlee	6/14/2011	0	309,000	618,000	0	\$ 618,000	927,000			33.27	500,015
Randall L. Hicks	6/14/2011	0	210,000	420,000	0	332,500	498,750			33.27	308,912

- (1) Non-equity incentive plan award amounts represent the threshold, target and maximum payments under our annual cash bonus plan for fiscal 2012. The actual cash bonuses earned for fiscal 2012 are disclosed in the “Non-Equity Incentive Plan Compensation” column of the “Summary Compensation Table” and were paid in June 2012. The Compensation Committee established the target awards and performance goals in June 2011, and each named executive could receive between 0 percent and 200 percent of his target cash bonus based on the achievement of the performance goals for the fiscal year. The performance goals and bonus multiples used to determine payouts are described above under the “Annual Cash Performance Bonuses” section of our “Compensation Discussion and Analysis.”
- (2) Awards under our stock-based Performance Incentive Plan are denominated in dollars, rather than shares. As a result, we have shown the threshold, target and maximum amounts in “dollars” rather than the “number of shares”. At the time of payout, the value of the actual award earned will be translated into either a stock grant or a restricted stock grant. Named executives who are eligible to retire will receive stock, while those who are not will receive restricted stock. The Compensation Committee established the target awards under our Performance Incentive Plan for fiscal 2012 in June 2011, and the actual amount received by each named executive in June 2012 was based on the achievement of pre-established performance criteria for fiscal 2012. Restricted stock and stock options will vest 1/3 per year over the next three years on the anniversary of the grant date, while stock awards vest immediately. The expense associated with all of the equity-based awards based on fiscal 2012 performance will be calculated and recorded in accordance with the Stock compensation Topic of the FASB ASC, none of which is included in the fiscal 2012 “Summary Compensation Table”. Our Performance Incentive Plan and the awards made under this program for fiscal 2012 performance are discussed in the “Compensation Discussion and Analysis” section of this proxy above.
- On June 14, 2011, awards of stock or restricted stock were granted under our Performance Incentive Plan to each named executive based on fiscal 2011 performance. Messrs. Davis, DeSantis, Mears, Brownlee and Hicks received awards of 57,014; 1,697; 106; 15,209; 9,285 respectively. Each of these awards vest 1/3 per year over three years and will fully vest on June 14, 2014. The following fiscal 2012 fair value at the grant date associated with the stock awards granted to the named executives for fiscal 2011 performance are included in the “Stock Awards” column of the “Summary Compensation Table”: \$1,896,856; \$56,459; \$3,527; \$500,015; \$308,912 for Messrs. Davis, DeSantis, Mears, Brownlee and Hicks, respectively
- All such awards were granted under and in accordance with our 2010 Plan. All restricted stock (are currently paid) quarterly dividends while restricted stock units receive dividend equivalent rights. We have not reported the dividends paid on stock awards elsewhere because the value of the right to receive dividends is factored into the grant date fair value of the awards computed under the Stock Compensation Topic of the FASB ASC.

The incentive compensation discussed in the “Stock-Based Incentive Compensation” section of our “Compensation Discussion and Analysis” includes the aggregate target grants of both stock options and stock awards under our Performance Incentive Plan. The “Estimated Possible Payouts Under Equity Incentive Plan Awards” columns of our “Grants of Plan-Based Awards for Fiscal 2012” table only includes possible payouts of stock awards (not stock options) under our Performance Incentive Plan.

- (3) Mr. Mears received a grant of restricted stock as part of the terms of his employment upon joining the Company. Starting on June 10, 2011 this award will vest 1/3 per year over three years and will fully vest on June 10, 2014.
- (4) Represents the closing price of our stock on NASDAQ on the date of grant.
- (5) This column shows the amounts which represent the aggregate grant date fair value of awards for fiscal year 2012, computed in accordance with the Stock Compensation Topic of the FASB ASC. For further information, including information relating to the assumptions underlying the valuation of the stock awards, refer to Note 4 of our financial statements in our Form 10-K for the year ended April 27, 2012, as filed with the SEC.

Outstanding Equity Awards at 2012 Fiscal Year-End

The following table provides information on the equity awards held by the named executives at the end of fiscal 2012 and the equity awards made to the named executives in June 2012 for fiscal 2012 performance. Each grant is shown separately for each named executive. The vesting schedule for each grant is shown following this table based on the option or stock award grant date. The market value of the equity awards is based on the closing price of our stock on NASDAQ on April 27, 2012, which was \$38.67. For additional information about the equity awards, see the description of our equity-based compensation in the “Compensation Discussion and Analysis.”

Outstanding Equity Awards at 2012 Fiscal Year-End Table

Name	Option Awards						Stock Awards				
	Option Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Steven A. Davis	6/11/2007	34,278			37.62	6/11/2017					
	6/10/2008	45,513			33.95	6/10/2018	6/9/2009	17,033(4)	658,666		
	6/9/2009	32,771	16,385(1)		32.30	6/9/2019	6/22/2010	42,610(5)	1,647,729		
	6/22/2010	15,338	30,676(2)		26.35	6/22/2020	6/14/2011	57,014(6)	2,204,731(8)		
Paul F. DeSantis						6/14/2011	1,697(6)	65,623(8)			
Mark A. Mears						6/10/2011	14,395(8)	556,655			
						6/14/2011	106(6)	4,099(8)			
Harvey Brownlee	6/9/2009	2,302	1,150(1)		32.30	6/9/2019	6/9/2009	1,363(4)	52,707		
	6/22/2010	4,781	9,561(2)		26.35	6/22/2020	6/22/2010	8,190(5)	316,707		
						6/14/2011	15,029(6)	581,171(8)			
Randall L. Hicks	5/2/1994				10.66						
	5/1/1995				10.19						
	5/1/2000		790(3)		6.78						
	6/11/2007		499(3)		37.62						
	6/10/2008	4,098	464(3)		33.95						
	6/9/2009	20,163	1,907(1)		32.30						
6/22/2010	3,815	3,944(2)		26.35		6/14/2011	9,285(6)	359,051			

- (1) Options vest on June 9, 2012.
- (2) Options vest 1/2 on June 22, 2012 and 1/2 on June 22, 2013.
- (3) Options vest when the named executive becomes eligible to retire under the 1992 Plan (i.e. age 55 with at least 10 years of service) — January 27, 2015 for Mr. Hicks.

- (4) Shares vest on June 9, 2012.
- (5) Shares vest 1/2 on June 22, 2012 and 1/2 on June 22, 2013.
- (6) This amount represents the stock grant awarded to the named executive on June 14, 2011, under our performance incentive plan with respect to fiscal 2011 performance. See the “Estimated Possible Payouts Under Equity Incentive Plan Awards” column in the “Grants of Plan-Based Awards” table for the range of amounts that were possible for this award. Shares awarded will vest 1/3 on June 14, 2012, 1/3 on June 14, 2013 and 1/3 on June 14, 2014.
- (7) Named executive received an award of restricted stock at time of employment. Shares awarded will vest 1/3 on June 10, 2012, 1/3 on June 10, 2013 and 1/3 on June 10, 2014.
- (8) The market value indicated for those shares is based on the closing price of our stock as of April 27, 2012 (\$38.67).

Option Exercises and Stock Vested for Fiscal 2012

The following table provides information regarding (1) options exercised by each named executive during fiscal 2012, including the number of shares acquired upon exercise and the value realized, and (2) the number of shares acquired by each named executive through stock grants and/or upon the vesting of restricted stock awards and the value realized. The values shown below do not reflect the payment of any applicable withholding tax and/or broker commissions.

Option Exercises and Stock Vested for Fiscal 2012 Table

<u>Name</u>	<u>Option Awards</u>		<u>Stock Awards</u>	
	<u>Number of Shares Acquired on Exercise (#)</u>	<u>Value Realized on Exercise (\$)</u>	<u>Number of Shares Acquired on Vesting (1) (#)</u>	<u>Value Realized on Vesting (2) (\$)</u>
Steven A. Davis	0	\$ 0	55,377	\$1,820,674
Paul F. DeSantis	0	0	0	0
Mark A. Mears	0	0	0	0
Harvey Brownlee	0	0	7,503	256,017
Randall L. Hicks	5,754	155,513	0	0

(1) Value realized for stock grants was calculated using the closing stock price on the grant date. Restricted stock award “value realized” was calculated using the closing stock price on the date the restricted stock award vested.

Nonqualified Deferred Compensation

We maintain two plans that provide for the deferral of compensation on a basis that is not tax-qualified — the Bob Evans Farms, Inc. and Affiliates Amended and Restated Executive Deferral Plan and the Bob Evans Farms, Inc. and Affiliates Third Amended and Restated Supplemental Executive Retirement Plan or “SERP.”

Executive Deferral Plan. The executive deferral plan is a nonqualified deferred compensation plan intended to supplement our 401(k) plan. Currently, approximately 180 employees are eligible to participate in the deferral plan, including our executive officers.

Our deferral plan is intended to promote personal savings and offset contribution limits under our 401(k) plan. The primary benefit to participants in this plan is that most federal income taxes are deferred until the money is distributed from the plan, so savings accumulate on a pre-tax basis. We believe our deferral plan benefits our stockholders by promoting employee retention. We also believe we need to offer this type of plan to compete effectively for executive talent because many other companies offer this type of plan.

Our deferral plan allows certain management and highly compensated employees to defer a portion of their base salaries and their cash bonuses into the plan before most federal income taxes are withheld. Specifically, each participant may contribute up to (1) 100 percent of his or her cash bonus and (2) 80 percent of his or her base salary.

Participants “invest” the amounts they contribute among 17 investment choices, including a Company stock fund that became available in fiscal 2011. Contributions are not actually invested in these funds. Instead, we hold the contributions and credit or debit the value of each participant’s plan account based on the performance of the investment funds he or she selects. With the exception of the Company’s stock fund, participants can change their investment selections on a daily basis. They do not receive an above market rate of interest (“preferential earnings”) on their contributions.

Our matching contributions to the executive deferral plan are subject to the discretion of our Board, based on our financial performance. For calendar year 2011 (which includes part of our fiscal 2011 and fiscal 2012 years), the Board authorized a contribution to the deferral plan of \$.25 on the dollar for (1) the first six percent of compensation contributed less (2) the actual deferral percentage for each highly compensated employee under the 401(k) plan. Participant contributions to the deferral plan vest immediately, while our matching contributions vest in increments based on years of service on the same schedule as the 401(k) plan.

We have the authority to make discretionary contributions to participants’ accounts. The Board has used this discretionary authority to make a one-time contribution for Messrs. Davis and Hicks in an amount intended to cover some of the cost of post-retirement health insurance premiums. The Board did this because we stopped paying our portion of health insurance premiums after retirement (due to escalating costs), and the Board wanted to partially offset the loss of this benefit. In February 2007, the Compensation Committee eliminated this practice, and officers elected after this date (including Messrs. Brownlee, DeSantis and Mears) will not receive this one-time contribution.

Prior to January 1, 2008, participants elected to allocate their contributions to the executive deferral plan among the following three distribution accounts.

- Education Distribution Account — Under this account, participants generally can elect to receive the vested amount in a lump-sum in the year they specify or in annual installments for up to five years beginning in the year they specify.
- In-Service Distribution Account — Under this account, participants generally receive the vested amount in a lump-sum in the year they specify.
- Retirement Distribution Account — Under this account, participants generally can elect to receive the vested amount in a lump-sum in the year they specify or periodically over the period they specify (which may not be greater than 10 years). Our matching contributions and discretionary contributions were previously credited to this account.

Generally, participants will receive the vested amount held in any of the three distribution accounts on the earliest to occur of the calendar year they select (as described above), termination of their employment before age 55 (except in the case of the retirement distribution account, in which case the trigger is termination regardless of age), death or disability. Also, participants will receive a lump sum distribution if they die, become disabled or terminate their employment before age 55.

On and after January 1, 2008, contributions deferred under the executive deferral plan are not allocated to the distribution accounts described above. Instead, participant deferrals are credited to a single account, while employer contributions are credited to another account. Generally, participants will receive the vested amount held in these accounts in connection with the earliest to occur of the first day of the calendar year they select in a deferral election form (in the case of participant deferrals only), termination of their employment (regardless of age), death or disability. Participants may receive these distributions in a lump sum or annual installments, depending upon the reason for the distribution and the participants’ prior deferral elections.

Participants can also receive distributions of vested amounts if they suffer a financial hardship.

Participants' rights to receive their deferral plan account balances from us are not secured or guaranteed. However, we account for the participants' plan balances in our financial statements. To offset this liability, we have funded a rabbi trust primarily with company-owned life insurance policies, as well more recently to a limited extent with cash and shares of Company stock.

The executive deferral plan is intended to comply with the requirements affecting deferred compensation under Section 409A of the Code. For example, the executive deferral plan has been amended to require a six-month delay for the payment of certain benefits to a participant in connection with the participant's termination of employment under circumstances required by Section 409A of the Code.

Supplemental Executive Retirement Plan. We maintain a SERP for certain management and highly compensated employees, including our executive officers. The SERP is a nonqualified defined contribution plan designed to supplement the retirement benefits of its participants. We make all contributions to the SERP (i.e., there are no participant contributions). We believe the SERP is a powerful employee retention tool because, in general, participants will forfeit a significant element of their compensation that they have accrued over their careers if their employment with us ends prior to their retirement.

The SERP is designed to pay a participant who retires at age 62 with an annual target benefit up to a maximum of 55 percent of his or her "final average earnings" (depending on years of service) when combined with our contributions to the participant's 401(k) plan account and 50 percent of the participant's Social Security benefit. "Final average earnings" generally means the participant's average compensation over the five-year period during the last 10 years of employment (before age 62) during which the participant's compensation was highest.

The SERP benefit is earned over the course of the participant's career. For example, if a participant is expected to have 35 years of service at age 62, then the participant will earn 1.57 percent of the target benefit per year of service (55 percent divided by 35 years). Each year, an actuary calculates each participant's earned target benefit. If the earned target benefit has increased from the prior year, then the actuary calculates the amount we need to contribute to the participant's SERP account to account for the increase. The actuary uses a set of assumptions when calculating the amount of our annual contribution. For example, the actuary assumes that each participant will receive an annual salary increase of four percent and that contributions to the SERP will earn 10 percent annually. If these assumptions are not accurate (for example, the contributions earn less than 10 percent), we do not make-up the difference.

The amounts we contribute to each participant's SERP account are "invested" among 16 investment funds. Contributions are not actually invested in these funds. Instead, we hold the contributions and increase or decrease the value of each participant's SERP account based on the performance of the investment funds. Participants do not receive preferential earnings on our contributions.

Generally, a participant will receive a distribution of his or her SERP account upon:

- early retirement (age 55 and at least 10 years of service *or* the participant's age plus years of service equals 70 or more and the participant has at least 10 years of service);
- normal retirement (age 62)';
- death; or
- disability.

A participant will also be entitled to a distribution if there is a change in control and, within the following 36 months, the SERP is terminated and not replaced with a similar program providing comparable benefits *or* an event occurs that triggers a change in control payment under the participant's change in control or severance benefit.

If a participant's employment with us ends for any reason other than retirement, death, disability or a change in control (as described above), then the participant will forfeit his or her SERP account.

Generally, a participant will receive his or her SERP distribution in 10 annual installments beginning within 60 days after termination of employment. However, a participant may elect to receive his or her vested SERP benefits that are not subject to Section 409A of the Code in 10 annual installments beginning on the last day of

the fiscal year in which the participant reaches age 65 or a lump sum within 60 days after the valuation date that coincides with or immediately follows the termination of employment. In addition, a participant may elect to receive his or her vested SERP benefits that are subject to Section 409A of the Code:

- in up to 20 annual installments beginning on the last day of the fiscal year in which the participant reaches age 65; or
- in up to 20 annual installments beginning within 60 days after the participant's termination of employment; or
- in a lump sum within 60 days after the participant's termination of employment; or
- in a lump sum on the last day of the fiscal year in which the participant reaches age 65.

Participants' rights to receive their SERP balances from us are not secured or guaranteed. However, we account for participants' plan balances in our financial statements. To offset this liability, we have funded a rabbi trust primarily with company-owned life insurance policies, and to a limited extent, with cash and shares of Company stock.

The SERP is intended to comply with the requirements affecting deferred compensation under Section 409A of the Code. For example, the SERP has been amended to require a six-month delay for the payment of certain benefits to a participant in connection with the participant's termination of employment under circumstances required by Section 409A of the Code.

In the past, we allowed participants to elect to receive nonqualified stock options instead of their annual cash contribution under the SERP. These options were granted under our 1992 Nonqualified Stock Option Plan and the exercise prices were equal to 50 percent of the closing price of our stock on the grant date. We have amended the 1992 Plan and the outstanding options granted under our 1992 Plan to either comply with Section 409A of the Code or meet an exemption under Section 409A of the Code. Also, we stopped granting options under the 1992 Plan in April 2002, and the 1992 Plan was terminated (as to future awards).

In June 2009, our Board amended the SERP to preclude the addition of new participants. The Compensation Committee recommended this amendment to the Board based upon its assessment that the SERP was no longer a necessary incentive for recruiting new executive talent. The Compensation Committee concluded that it was appropriate for us to continue to make contributions to the accounts of existing SERP participants because it is a powerful tool to retain these employees and they relied upon their participation in the SERP when deciding to join us and/or remain in our employ.

Nonqualified Deferred Compensation for Fiscal 2012

The following table sets forth contributions (by the named executives and us), earnings, distributions and the total dollar balance for each named executive for fiscal 2012 under the executive deferral plan and the SERP.

Nonqualified Deferred Compensation for Fiscal 2012 Table

Name	Type of Plan	Executive Contributions	Registrant Contributions	Aggregate Earnings	Aggregate Withdrawals/	Aggregate Balance
		in Last FY (1)	in Last FY (2)	in Last FY (3)	Distributions (4)	at Last FYE
		(\$)	(\$)	(\$)	(\$)	(\$)
Steven A. Davis	Deferral Plan	\$2,522,602	\$ 17,716	\$420,884	\$440,354	\$6,091,944
	SERP	0	172,276	34,301	0	887,973
Paul F. DeSantis	Deferral Plan	22,850	3,693	1,389	0	27,932
	SERP	0	0	0	0	0
Mark A. Mears	Deferral Plan	96,296	3,574	13,405	0	113,275
	SERP	0	0	0	0	0
Harvey Brownlee	Deferral Plan	0	0	0	0	0
	SERP	0	59,807	3,768	0	131,100
Randall L. Hicks	Deferral Plan	358,434	5,627	42,888	10,869	876,225
	SERP	0	37,094	3,708	0	480,947

- (1) This column includes cash contributions to the executive deferral plan in the amounts of \$135,935; \$22,850; \$44,808; \$19,923 made by Messrs. Davis, DeSantis, Mears and Hicks respectively. These amounts are also included in the "Salary" column totals for fiscal 2012 reported in the "Summary Compensation Table." The remainder of each contribution amount shown in this column was deferred from the annual cash bonus or equity award made to each of the named executives in June 2011. The cash bonus amount is included in the "Non-Equity Incentive Plan Compensation" column and the equity award amount is included in the "Stock Awards" column totals reported in the "Summary Compensation Table."
- (2) The executive deferral plan contributions reported in this column represent our matching contributions for each executive to "make-up" for the limitations imposed by the Internal Revenue Service on our matching contributions to the 401(k) plan. Each of the SERP contributions included in this column represents the amount granted to the named executive by the Compensation Committee in June 2011 in accordance with the SERP, as described in the narrative preceding this table. All contributions reflected in this column for both the executive deferral plan and the SERP are also included in the "All Other Compensation" column totals for fiscal 2012 reported in the "Summary Compensation Table."
- (3) Represents the market-based earnings credited to each named executive's accounts in accordance with the plans described in the narrative preceding this table.
- (4) Participants in the SERP may not receive distributions during their employment, except in the event of hardship. Distributions are made under our executive deferral plan only in accordance with the requirements of Section 409A of the Code and the plan, which is more fully explained in the narrative preceding this table.

Change in Control and Severance Program

On November 18, 2010, the Compensation Committee approved the CIC/Severance Program in order to better reflect current compensation practices and trends. The CIC/Severance Program became effective on January 1, 2011.

The Compensation Committee designated officers who are eligible to participate in the CIC/Severance Plan, including all of the named executives. Participants are separated into three classes depending upon the rank of their position (i.e., Class A, B and C), with the Chief Executive Officer being the only participant in Class A. The CIC/Severance Plan provides for compensation in the event of the termination of employment.

Under the CIC/Severance Plan, if a participant's employment is terminated without "cause" or by the executive officer for "good reason" during the two-year period following a change in control for a Class A participant, and the one year period for a Class B or Class C participant, the participant will be eligible for the following payments and benefits:

Participant's Class	Amount of Payment
Class A	300% of the sum of (i) base salary and (ii) bonus amount
Class B	200% of the sum of (i) base salary and (ii) bonus amount
Class C	100% of the sum of (i) base salary and (ii) bonus amount

For 18 months after the participant's date of termination, we will either maintain in full force and effect, for the participant's continued benefit all life, medical, dental and/or vision insurance programs in which the participant was participating or was covered immediately before the participant's date of termination, or provide compensation.

If a participant is eligible (i.e., not terminated for cause, retires, etc.) for payments and benefits due to a termination of employment by us without cause and or by the participant for good reason (and without a change in control event), the Company shall: (a) pay the participant an amount equal to (i) his or her base salary; divided by (ii) 12; multiplied by (iii) the "Benefit Multiplier." The Benefit Multiplier is determined under the following formula:

<u>Years of Service</u>	<u>Benefit Multiplier Formula</u>
Less than twelve	One for each Year of Service
Twelve or more	Twelve

Additionally, if the participant is enrolled in our medical, dental and/or vision benefit programs on the date of termination, we will pay a lump sum amount equal to the difference between (i) the premium cost for COBRA continuation coverage, and (ii) the required contribution rate that would be charged to an active employee for that coverage, each determined as of the date of termination; multiplied by the Benefit Multiplier.

In order to be entitled to either change in control or severance payments and benefits, the participant will be required to comply with the terms and conditions of the CIC/Severance Plan. These terms require the participant to execute a release and waiver of all claims against us and to comply with post-employment covenants to protect our confidential information, not to solicit our employees and not to disparage or otherwise impair our reputation, goodwill or commercial interests.

The CIC/Severance Plan can be amended by us at any time and for any reason, except in the event of a change in control. The CIC/Severance Plan includes a provision stating that once eligible for benefits under the CIC/Severance Plan, each participant shall remain a participant in the CIC/Severance Plan until the amounts and benefits payable under the CIC/Severance Plan have been paid or provided to the participant in full.

Effect of Section 280G of the Code. If any portion of the payments and benefits provided for in an agreement or any other plan, program or agreement between the officer and us would be considered “excess parachute payments” under Section 280G(b)(1) of the Code, this amount is payable by the officer since we do not provide or reimburse our employees for their payment of the taxes associated with payments under our CIC/Severance Plan. These payments are sometimes referred to as “tax gross-up payments.”

Term and Termination. Participation may be terminated if, among other things, we notify the participant that they no longer have coverage, provided that we cannot give this notice during the period following a change in control or at any time after we learn that activities have begun which would result in a change in control if completed. If a participant breaches any of his or her obligations under the CIC/Severance Plan after a change in control occurs, the participant must repay any payment received plus interest.

Employment Agreement — Steven Davis

Effective May 1, 2009, we agreed with Mr. Davis to amend and restate his employment agreement (the “Employment Agreement”), which was originally effective on May 1, 2006, and amended effective December 24, 2008, in connection with Mr. Davis’ ongoing service as our Chief Executive Officer and as a member of our Board.

Term. The Employment Agreement has a term of five years commencing on May 1, 2009 (the “Effective Date”). The Employment Agreement was amended and restated effective December 29, 2010 to clarify that certain payment obligations were in compliance with Code Section 409(a).

Compensation. As compensation for his services to us, the Employment Agreement provides that Mr. Davis will receive a base salary of \$770,000 per year. Mr. Davis’ base salary may be adjusted in the sole discretion of the Compensation Committee, and was increased to \$785,400 for fiscal 2011. Mr. Davis is also eligible to receive an annual cash bonus as may be determined in the sole discretion of the Compensation Committee; provided, that during the term of the Employment Agreement, Mr. Davis’ target annual cash bonus may not be less than 100 percent of his base salary unless the parties agree to a reduction as part of a negotiated restructuring of Mr. Davis’ compensation.

Mr. Davis is also eligible to participate in our Performance Incentive Plan or successor program subject to the discretion of the Compensation Committee. Any equity grants made pursuant to the Performance Incentive Plan are dependent upon the vesting and other terms and conditions of such grants, which will be determined by the Compensation Committee in its sole discretion.

In addition, Mr. Davis was awarded a one-time Long-Term Performance-Based Incentive (the “LTPBI”), which is described in detail below.

Long-Term Performance-Based Incentive. The purpose of the LTPBI is to increase stockholder value by establishing additional compensation incentives linked directly to our performance over the five-year period beginning in fiscal year 2010 and ending in fiscal year 2014 (the “Five-Year Performance Period”). Mr. Davis ultimately will earn performance shares pursuant to the LTPBI award agreements only if: (1) our net income

growth for each fiscal year during the Five-Year Performance Period meets specific performance goals that the Compensation Committee establishes at the beginning of each fiscal year; (2) our total stockholder return (“TSR”) is at or above the median of our Peer Group over the Five-Year Performance Period; (3) he remains employed as our Chief Executive Officer; and (4) any other criteria the Compensation Committee deems appropriate are satisfied.

The Compensation Committee establishes both fiscal year and long-term performance requirements that tie the ultimate LTPBI opportunity to our success over the Five-Year Performance Period. The Compensation Committee will establish these metrics at the beginning of each fiscal year and, for the long-term performance metrics, at the beginning of the Five-Year Performance Period. At the end of each fiscal year during the Five-Year Performance Period, performance shares will be added to a “Potential Award Pool” depending upon the achievement of net income growth objectives established by the Compensation Committee at the outset of that fiscal year. At the end of the Five-Year Performance Period, the Compensation Committee will determine the number of performance shares in the Potential Award Pool that Mr. Davis will earn depending on the achievement of the additional performance metrics set by the Compensation Committee at the beginning of the Five-Year Performance Period and the Compensation Committee’s judgment regarding Mr. Davis’ performance.

More specifically, the LTPBI awards will be made in accordance with the following procedures and subject to the following requirements:

- At the beginning of each fiscal year during the Five-Year Performance Period, Mr. Davis will be eligible for a grant of performance shares equal in value to 125 percent of Mr. Davis’ then current base salary at the beginning of that fiscal year, subject to the share limits under the applicable stock plan. The number of shares will be determined using the average closing price of our stock for the trading days in the 180-day period that precedes the seventh day before the date of the grant.
- At the end of each fiscal year during the Five-Year Performance Period, the performance shares granted with respect to that fiscal year will be added to the Potential Award Pool if (1) our net income growth for the fiscal year is (a) greater than or equal to the net income growth goal established at the beginning of the fiscal year or (b) ranked greater than or equal to the 50th percentile for net income growth in a Peer Group that the Compensation Committee approves for that fiscal year; and (2) Mr. Davis remains employed as our CEO at the end of the fiscal year. No performance shares will be added to the Potential Award Pool unless we meet one of the threshold net income growth objectives established at the beginning of the fiscal year.
- The number of performance shares in the Potential Award Pool ultimately earned by Mr. Davis at the end of the Five-Year Performance Period, if any, will be based on our performance against TSR goals (relative to the peer group that the Compensation Committee approves at the beginning of the Five-Year Performance Period) over the full Five-Year Performance Period and the Compensation Committee’s judgment regarding Mr. Davis’ performance for the Five-Year Performance Period. If our annual average TSR over the Five-Year Performance Period is not equal to or greater than the 50th percentile as compared to the Peer Group, Mr. Davis will not earn any performance shares. If our TSR is equal to or greater than the 50th percentile threshold, the Compensation Committee will determine the number of performance shares earned, giving consideration to our final rank above the 50th percentile for TSR as compared to the Peer Group, our absolute net income growth, our actual average TSR, our total return to stockholders, other strategic goals, comparative compensation of the CEO to the market and any extraordinary circumstances, all as occurring over the Five-Year Performance Period.

The LTPBI is designed and intended to be “performance-based,” as defined in Section 162(m) of the Code, and is subject to our Recoupment Policy. Based on Mr. Davis’ fiscal 2010 salary of \$770,000, we estimate that the total value of the performance shares that Mr. Davis could earn as LTPBI at the end of the Five-Year Performance Period will be approximately:

- \$4.8 million, if the maximum level of the applicable performance goals is met;
- \$3.9 million, if the target level of the applicable performance goals is met;
- \$1.9 million; if the threshold level of the applicable performance goals is met; and
- \$0.0 if our performance is below the threshold level of the applicable performance goals.

The estimated amounts that Mr. Davis could earn under the LTPBI are provided for illustration purposes only and assume that the price of our common stock is static over the Five-Year Performance Period.

Benefits. Mr. Davis is eligible to participate in any of our health, disability, group life insurance, pension, retirement, profit sharing and bonus plans, and any other perquisites and fringe benefits that may be extended from time-to-time to our executive officers. Mr. Davis is also eligible to participate in our SERP and executive deferral plan in accordance with the terms of those plans. Additionally, we will provide Mr. Davis with a minimum of four weeks paid vacation and he is eligible for a car allowance in accordance with our automobile policy, which currently provides that Mr. Davis may either elect (1) to have us purchase a car with a value of up to \$65,000 for his use or (2) receive a biweekly car allowance of \$1,160.

Confidentiality/Discoveries. The Employment Agreement requires Mr. Davis to maintain the confidentiality of our confidential information and to assign to us the rights to any and all inventions, designs, improvements, discoveries and processes developed by Mr. Davis, alone or with others, during his employment with us. If Mr. Davis assists us with the protection of any intellectual property after the termination of his employment, he will be paid for his services at an hourly rate equal to 50 percent of his base salary at the time his employment is terminated divided by 2,500.

Non-Competition/Non-Solicitation. During his employment and for two years following the termination of his employment for any reason, Mr. Davis may not, without the prior written consent of the Board:

- Directly or indirectly, as an employee, employer, consultant, agent, principal, partner, shareholder, corporate officer, director, member, manager or through any other kind of ownership (other than ownership of securities of publicly held corporations of which Mr. Davis owns less than three percent of any class of outstanding securities), membership, affiliation, association, or in any other representative or individual capacity, engage in or render any services to any business in North America that (1) is engaged in the family or casual dining restaurant industry; (2) offers products that compete with products offered by us or any of our affiliates; (3) offers products that compete with products that we or our affiliates have taken substantial steps toward launching during Mr. Davis' employment with us; or (4) is engaged in a line of business that competes with any line of business that we or our affiliates enter into, or have taken substantial steps to enter into, during Mr. Davis' employment with us (a "Competing Business"). During the two-year period following Mr. Davis' termination of employment with us, he may request, in writing, the approval of the Board to provide services to a Competing Business in a capacity that is unrelated to our business and products and that will not result in the unauthorized use or disclosure of trade secrets and confidential information to which he had access by virtue of his employment with us.
- Employ or hire any of our employees, or solicit, induce, recruit or cause any of our employees to terminate his or her employment for the purpose of joining, associating or becoming employed with any other business or activity.

Termination Upon Death. If Mr. Davis dies during his employment, his beneficiary will be entitled to: (1) the amount of Mr. Davis' accrued but unpaid base salary as of the date of his death, including the value of unused vacation days; (2) payment for any unreimbursed business expenses incurred by Mr. Davis prior to his death; and (3) any rights and benefits provided under our plans and programs, determined in accordance with their applicable terms and provisions.

Termination by Us Upon Disability. If Mr. Davis suffers a "Disability," we may terminate his employment upon not less than 30 days prior written notice. The Employment Agreement defines a "Disability" as Mr. Davis' inability to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months. During any period that Mr. Davis fails to perform his duties as a result of a Disability, he will continue to receive his base salary until his employment is terminated less any amounts payable to Mr. Davis under our disability benefit plans.

If we elect to terminate Mr. Davis' employment as a result of a Disability, he will be entitled to: (1) the amount of his accrued but unpaid base salary as of the date his employment is terminated, including the value of unused vacation days; (2) payment for any unreimbursed business expenses he incurred prior to the termination

of his employment; (3) any rights and benefits provided under our plans and programs, determined in accordance with their applicable terms and provisions; and (4) an amount equivalent to a prorated annual cash bonus for the then current fiscal year as approved by the Compensation Committee and subject to the actual achievement of performance objectives applicable to that fiscal year.

Termination by Us for Cause. Under the Employment Agreement, we will have “Cause” to terminate Mr. Davis’ employment at any time if Mr. Davis:

- is convicted of or pleads no contest to any felony or other serious criminal offense;
- breaches any material provision of the Employment Agreement (other than the provisions related to confidentiality, intellectual property, noncompetition and non-solicitation, which are addressed below) or habitually neglects to perform his duties (other than for reasons related to Disability) and such breach or neglect is not corrected within 10 business days after his receipt of written notice of the breach or neglect sent by or on behalf of the Board;
- breaches any provision of the Employment Agreement related to confidentiality, intellectual property, noncompetition and non-solicitation, and such breach is not corrected within five business days after his receipt of written notice of the breach sent by or on behalf of the Board;
- intentionally acts in material violation of any applicable law relating to discrimination or harassment;
- engages in any inappropriate relationship with any of our employees, customers or suppliers, or misuses or abuses our property and/or resources;
- violates our Code of Conduct or any of our other material policies applicable to senior executives; or
- acts, without Board direction or approval, in an intentionally reckless manner (but not mere unsatisfactory performance) that is materially injurious to our financial condition.

If we elect to terminate Mr. Davis’ employment for Cause, he will be entitled to: (1) the amount of his accrued but unpaid base salary as of the date his employment is terminated, including the value of unused vacation days; (2) payment for any unreimbursed business expenses he incurred prior to the termination of his employment; and (3) any rights and benefits provided under our plans and programs, determined in accordance with their applicable terms and provisions.

Termination by Us Without Cause or by Mr. Davis for Good Reason. We may terminate Mr. Davis’ employment for any reason upon 14 days prior written notice. Also, Mr. Davis may terminate his employment at any time for “Good Reason” if, without his consent, we: (1) materially reduce Mr. Davis’ base compensation (unless in connection with an across-the-board reduction for executive officers); (2) require Mr. Davis to relocate more than 50 miles from the greater Columbus, Ohio, area; or (3) diminish Mr. Davis’ functional responsibilities in a substantial and negative manner; provided, that Mr. Davis will only be deemed to have resigned with Good Reason if he provides written notice of his intent to resign for Good Reason within 90 days of the first occurrence of the alleged Good Reason and we fail to remedy any such event within 30 business days after our receipt of such written notice.

If we terminate Mr. Davis’ employment for any reason other than death, Disability or Cause, or if Mr. Davis terminates his employment for Good Reason, Mr. Davis will be entitled to: (1) the amount of his accrued but unpaid base salary as of the date his employment is terminated, including the value of unused vacation days; (2) payment for any unreimbursed business expenses he incurred prior to the termination of his employment; (3) any rights and benefits provided under our plans and programs, determined in accordance with their applicable terms and provisions; (4) any prior year earned, but unpaid annual cash bonus; (5) continuation of his base salary for 24 months (payable in 24 equal monthly installments); (6) an amount equivalent to a prorated annual cash bonus for the then current fiscal year as approved by the Compensation Committee and subject to the actual achievement of performance objectives applicable to that fiscal year; (7) payment by us of premiums under our group health and medical policies on behalf of Mr. Davis for up to 24 months for coverage substantially similar to that provided to Mr. Davis and his dependents on the date his employment is terminated; and (8) payment by us for all Company-sponsored life insurance programs in which Mr. Davis was participating or covered immediately before termination for 24 months following the termination of his employment.

Voluntary Termination by Mr. Davis. Mr. Davis may resign from his employment with us upon not less than 60 days prior written notice. If Mr. Davis voluntarily terminates his employment, he will be entitled to: (1) the amount of his accrued but unpaid base salary as of the date his employment is terminated, including the value of unused vacation days; (2) payment for any unreimbursed business expenses he incurred prior to the termination of his employment; and (3) any rights and benefits provided under our plans and programs, determined in accordance with their applicable terms and provisions.

Conditions to Certain Post-Termination Payments and Benefits. Except as required by applicable law, our obligations under the Employment Agreement to make payments (other than base salary earned by Mr. Davis prior to the termination of his employment and payment for any earned but unused vacation) and to provide other benefits to Mr. Davis after the termination of his employment is expressly conditioned on Mr. Davis' timely execution, without revocation, of a release of claims in a form satisfactory to us and his continued compliance with his ongoing obligations under the provisions of the Employment Agreement governing noncompetition, non-solicitation, protection of confidential information, and assignment and protection of intellectual property.

Benefit Plans/Offset. If Mr. Davis' employment is terminated for any reason, then (1) his participation in all of our compensation and benefit plans will cease upon the effective termination date and all unvested bonuses, equity awards and other like items will immediately lapse, except as otherwise provided in the applicable plans or the Employment Agreement and (2) any amounts Mr. Davis owes to us will become immediately due and payable and we will have the right to offset such amounts against any amounts we owe to Mr. Davis.

Change in Control Provision. The Employment Agreement contemplates that we have provided Mr. Davis with change in control benefits as we have done under the CIC/Severance Plan. Note that there will be no duplication of payments or benefits under the CIC/Severance Plan and the Employment Agreement.

Arbitration of Certain Disputes. Except for disputes related to the enforcement of the provisions of the Employment Agreement governing noncompetition, non-solicitation, and protection of confidential information and intellectual property, we and Mr. Davis have agreed to arbitrate any dispute arising out of his employment or the Employment Agreement.

Compliance with Section 409A. The Employment Agreement provides that certain payments to be made to, and benefits to be made available to Mr. Davis may be delayed as necessary to comply with Section 409A of the Code.

Potential Payouts upon Termination or Change in Control

The following table shows the approximate amounts payable to our named executives pursuant to our CIC/ Severance Program in the event of their termination of employment under the circumstances described below. The figures in the table represent the incremental cost/value of the payments and do not include amounts that have already vested or been earned/paid. The table assumes that the terminations took place on April 27, 2012, the last day of fiscal 2012. The termination provisions of our change in control agreements and Mr. Davis' employment agreement are described under the captions "Change in Control and Severance Program" and "Employment Agreement — Steven Davis" above.

Potential Payouts upon Termination or Change-in-Control Table

	Cash Severance	Equity(1)	Retirement Benefits(2)	Health & Welfare	Excise Tax Reimbursement/ Adjustment	Total(4)
Steven A. Davis						
<i>Death</i>	\$ 0	\$4,993,427	\$1,049,887	\$ 0	\$0	\$6,043,314
<i>Disability</i>	\$ 0	\$4,993,427	\$1,049,887	\$ 0	\$0	\$6,043,314
<i>For Cause</i>	\$ 0	\$ 0	\$ 0	\$ 0	\$0	\$ 0
<i>Voluntary/Retirement</i>	\$ 0	\$4,993,427	\$ 0	\$ 0	\$0	\$4,993,427
<i>Without Cause</i>	\$1,570,800	\$ 0	\$ 0	\$18,701	\$0	\$1,589,501
<i>Change-in-Control</i>	\$3,891,972	\$4,993,427	\$1,049,887	\$14,025	\$0	\$9,949,311
Paul F. DeSantis						
<i>Death</i>	\$ 0	\$ 65,623	\$ 0	\$ 0	\$0	\$ 65,623
<i>Disability</i>	\$ 0	\$ 65,623	\$ 0	\$ 0	\$0	\$ 65,623
<i>For Cause</i>	\$ 0	\$ 0	\$ 0	\$ 0	\$0	\$ 0
<i>Voluntary/Retirement</i>	\$ 0	\$ 65,623	\$ 0	\$ 0	\$0	\$ 65,623
<i>Without Cause</i>	\$ 31,250	\$ 0	\$ 0	\$ 577	\$0	\$ 31,827
<i>Change-in-Control</i>	\$ 789,500	\$ 65,623	\$ 0	\$10,384	\$0	\$ 865,507
Mark A. Mears						
<i>Death</i>	\$ 0	\$ 560,754	\$ 0	\$ 0	\$0	\$ 560,754
<i>Disability</i>	\$ 0	\$ 560,754	\$ 0	\$ 0	\$0	\$ 560,754
<i>For Cause</i>	\$ 0	\$ 0	\$ 0	\$ 0	\$0	\$ 0
<i>Voluntary/Retirement</i>	\$ 0	\$ 560,754	\$ 0	\$ 0	\$0	\$ 560,754
<i>Without Cause</i>	\$ 29,167	\$ 0	\$ 0	\$ 528	\$0	\$ 29,695
<i>Change-in-Control</i>	\$ 705,928	\$ 560,754	\$ 0	\$ 9,504	\$0	\$1,276,186
Randall L. Hicks						
<i>Death</i>	\$ 0	\$ 470,929	\$ 0	\$ 0	\$0	\$ 470,929
<i>Disability</i>	\$ 0	\$ 470,929	\$ 0	\$ 0	\$0	\$ 470,929
<i>For Cause</i>	\$ 0	\$ 0	\$ 0	\$ 0	\$0	\$ 0
<i>Voluntary/Retirement</i>	\$ 0	\$ 470,929	\$ 0	\$ 0	\$0	\$ 470,929
<i>Without Cause</i>	\$ 350,000	\$ 0	\$ 0	\$ 8,374	\$0	\$ 358,374
<i>Change-in-Control</i>	\$ 995,986	\$ 470,929	\$ 53,136	\$12,560	\$0	\$1,532,611
Harvey Brownlee						
<i>Death</i>	\$ 0	\$1,075,703	\$ 194,797	\$ 0	\$0	\$1,270,500
<i>Disability</i>	\$ 0	\$1,075,703	\$ 194,797	\$ 0	\$0	\$1,270,500
<i>For Cause</i>	\$ 0	\$ 0	\$ 0	\$ 0	\$0	\$ 0
<i>Voluntary/Retirement</i>	\$ 0	\$1,075,703	\$ 0	\$ 0	\$0	\$1,075,703
<i>Without Cause</i>	\$ 103,000	\$ 0	\$ 0	\$ 2,156	\$0	\$ 105,156
<i>Change-in-Control</i>	\$1,225,856	\$1,075,703	\$ 194,797	\$12,937	\$0	\$2,509,293

- (1) Equity values represent the value of all options and restricted stock that would vest upon the termination event specified. Equity values are based on a stock price of \$38.67, which was the closing price of our stock on April 27, 2012, the last day of fiscal 2012.
- (2) The retirement benefit figures for Messrs. Davis, DeSantis, Mears, Brownlee and Hicks represent the present value of accumulated retirement benefits under the SERP and the executive deferral plan. An amount is not shown as payable to Mr. Hicks upon death, disability, voluntary/retirement or termination without cause because he is fully vested in our SERP and executive deferral plan. Accordingly, we would not incur any

incremental cost for these retirement benefits in the event of Mr. Hicks' termination of employment under these circumstances. The aggregate account balances under the SERP and executive deferral plan as of April 27, 2012 are presented in the table above under the heading "Nonqualified Deferred Compensation."

- (3) The payments indicated under the above table are based upon the terms and conditions of the CIC/Severance Plan as described above under "Change in Control and Severance Program."
- (4) Negative amounts represent the amount by which the named executives' change in control payments would be reduced so that the payments would not be subject to the excise tax.

TRANSACTIONS WITH RELATED PERSONS

Our Board has adopted a Related Person Transaction Policy ("Policy") that is administered by the Nominating and Corporate Governance Committee. The Policy applies to any transaction or series of transactions in which we participate, the amount involved exceeds \$100,000, and a "related person" has a direct or indirect material interest. According to SEC rules, a "related person" is a director, officer, nominee for director, or five percent stockholder of our Company since the beginning of the last fiscal year and their immediate family members. Related person transactions do not include: (1) interests arising solely from ownership of our stock if all stockholders receive the same benefit; (2) compensation to our executive officers if approved by our Compensation Committee; and (3) compensation to our directors if the compensation is disclosed in our proxy statement.

Under the Policy, all related person transactions will be referred to the Nominating and Corporate Governance Committee for approval, ratification, revision or termination. No director may participate in the consideration of a related person transaction in which he or she or an immediate family member is involved. The Nominating and Corporate Governance Committee can approve and ratify only those transactions that it finds to be in our best interests. In making this determination, the Nominating and Corporate Governance Committee will review and consider all relevant information available to it, including:

- the related person's interest in the transaction;
- the approximate dollar value of the transaction;
- whether the transaction was undertaken in the ordinary course of our business;
- whether the terms of the transaction are no less favorable to us than terms that could be reached with an unrelated third party;
- the purpose of the transaction and its potential benefits to us; and
- any other information regarding the transaction or the related person that would be material to investors in light of the circumstances.

During fiscal 2012, in accordance with the Policy, the Nominating and Corporate Governance Committee reviewed the related person transactions described under "CORPORATE GOVERNANCE" section under the heading "Director Independence."

PROPOSAL 3 — RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP has been our independent auditor since 1980, and the Audit Committee has selected Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending April 26, 2013. Before selecting Ernst & Young LLP, the Audit Committee carefully considered, among other things, that firm's qualifications as our independent registered public accounting firm and the audit scope. Although not required under Delaware law or our governing documents, as a matter of good corporate governance, the Audit Committee has determined to submit its selection to our stockholders for ratification. In the event that this selection of the independent registered public accounting firm is not ratified by our stockholders at the annual meeting, the Audit Committee will review its selection of Ernst & Young LLP.

We expect that a representative of Ernst & Young LLP will attend the annual meeting, and the representative will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING APRIL 26, 2013.

Preapproval of Services Performed by the Independent Registered Public Accounting Firm

Under applicable SEC rules, the Audit Committee is required to preapprove the audit services and permitted non-audit services performed by the independent registered public accounting firm in order to ensure that they do not impair our auditors’ independence from us. SEC rules specify the types of non-audit services that an independent registered public accounting firm may not provide to its audit client and establish the Audit Committee’s responsibility for administration of the engagement of the independent registered public accounting firm.

Consistent with the SEC’s rules, the Audit Committee has adopted a policy which requires the Audit Committee to pre-approve all audit services and permitted non-audit services provided by the independent registered public accounting firm to us or any of our subsidiaries. The policy contains a list of specific audit services, audit-related services and tax services that have been approved by the Audit Committee up to certain cost levels. This list is reviewed and approved by the Audit Committee at least annually. The preapproval of the services set forth in the list is merely an authorization for management to potentially use the independent registered public accounting firm for such services. The Audit Committee, with input from management, has the responsibility to set the terms of the engagement and negotiate the fees. The Audit Committee must specifically pre-approve any proposed services that are not included in the list or that will exceed the cost levels set forth on the list. The Audit Committee may delegate preapproval authority to its Chair or another member of the Audit Committee and, if it does, the decisions of that member must be presented to the full Audit Committee at its next scheduled meeting. In no event does the Audit Committee delegate to management its responsibility to pre-approve services to be performed by the independent registered public accounting firm.

All requests or applications for services to be provided by the independent registered public accounting firm that do not require specific preapproval by the Audit Committee must be submitted to our Controller and must include a detailed description of the services to be rendered. Our Controller will determine whether such services fall within the list of services that have been preapproved by the Audit Committee. If there is any question as to whether the proposed services have been preapproved, our Controller will contact the Audit Committee’s designee to obtain clarification and, if necessary, specific preapproval of the proposed services. The Audit Committee will be informed on a timely basis of any such services rendered by the independent registered public accounting firm.

All requests or applications for services to be provided by the independent registered public accounting firm that require specific preapproval by the Audit Committee must be submitted to the Audit Committee by both the independent registered public accounting firm and our Controller and must include a joint statement as to whether, in their views, the request or application is consistent with the SEC’s rules on auditor independence.

Fees of the Independent Registered Public Accounting Firm

The following table shows the fees that we paid or accrued for the audit and other services provided by Ernst & Young LLP for fiscal years 2012 and 2011. The Audit Committee preapproved all of the services described below.

	<u>2012</u>	<u>2011</u>
Audit Fees	\$471,000	\$485,000
Audit-Related Fees	16,000	14,500
Tax Fees	90,524	183,800
All Other Fees	<u>0</u>	<u>0</u>
Total	<u>\$575,524</u>	<u>\$683,300</u>

Audit Fees: This category includes the audit of our annual financial statements, the audit of internal control over financial reporting, review of financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements and the preparation of an annual “management letter” on internal control matters.

Audit-Related Fees: This category consists of assurance and related services by Ernst & Young LLP that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees.” The services for the fees disclosed under this category include benefit plan audits and accounting consultations.

Tax Fees: This category consists of professional services rendered by Ernst & Young LLP for tax compliance, tax advice and tax planning. The services for the fees disclosed under this category include tax return preparation and technical tax advice. In fiscal 2012 and 2011, all fees paid were for tax services related to tax return preparation, tax return review and technical tax advice, except \$23,200 in 2012 and \$110,000 in 2011, was paid for tax planning services related to a repairs and maintenance project; \$19,000 in 2012 and \$66,500 was paid for a cost segregation study for restaurant remodels; and \$34,007 was paid for a stock basis study.

All Other Fees: None.

AUDIT COMMITTEE REPORT

The Audit Committee has reviewed and discussed with management and the Company’s independent auditors the audited financial statements contained in the Company’s Annual Report on Form 10-K for the year ended April 27, 2012. The Audit Committee has also discussed with the Company’s independent auditors the matters required to be discussed pursuant to Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received and reviewed the written disclosure and the letter from the Company’s independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communications with the audit committee concerning independence, has discussed with the Company’s independent auditors such independent auditors’ independence, and has considered the compatibility of non-audit services with the auditors’ independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended April 27, 2012, filed with the SEC.

Submitted by: Audit Committee Members
*Eileen A. Mallesch (Chairperson), E.W. (Bill)
Ingram III and G. Robert Lucas*

STOCKHOLDER PROPOSALS FOR THE 2013 ANNUAL MEETING

Under Rule 14a-8 of the Exchange Act, some stockholder proposals may be eligible for inclusion in our 2013 proxy statement. These stockholder proposals must be submitted, along with proof of ownership of our stock in accordance with Rule 14a-8(b)(2), to our corporate headquarters, in care of our Corporate Secretary. We must receive all submissions no later than March 14, 2013. We strongly encourage any stockholder interested in submitting a proposal to contact our Corporate Secretary in advance of this deadline to discuss the proposal. Submitting a stockholder proposal does not guarantee that we will include it in our proxy statement. The Nominating and Corporate Governance Committee reviews all stockholder proposals and makes recommendations to the Board for action on such proposals.

Alternatively, under our Bylaws, if a stockholder does not want to submit a proposal for the 2013 annual meeting for inclusion in our proxy statement under Rule 14a-8, or intends to nominate a person as a candidate for election to the Board directly (rather than through our Nominating and Corporate Governance Committee), the stockholder may submit the proposal or nomination to our, Corporate Secretary between April 22, 2013 and May 21, 2013. However, if the date of the 2013 annual meeting is changed by more than 30 days from the anniversary of the 2013 Annual Meeting, our Corporate Secretary must receive the notice no later than the close of business on the later of (1) the 90th day before the annual meeting or (2) the 10th day after the day on which we publicly disclose the date of the 2013 annual meeting.

Stockholders who intend to nominate an individual for election to the Board or to bring any other business before a meeting of stockholders must follow the procedures outlined in Section 2.07 of Article II of our Bylaws. Under these procedures, the stockholder must be a stockholder of record at the time we give notice of the meeting and be entitled to vote at the meeting. The stockholder also must provide a notice including the information specified in our Bylaws concerning the proposal or the nominee and information regarding the stockholder's ownership of our stock. We will not entertain any proposals or nominations at the annual meeting that do not comply with these requirements. If the stockholder does not also comply with the requirements of Rule 14a-4(c)(2) under the Exchange Act, we may exercise discretionary voting authority under proxies that we solicit to vote in accordance with our best judgment on any such stockholder proposal or nomination. Our Bylaws are posted on our Web site at www.bobevans.com in the "Investors" section under "Corporate Governance." To make a submission or to request a copy of our Bylaws, stockholders should contact our Corporate Secretary.

REPORTS TO BE PRESENTED AT THE ANNUAL MEETING

Our Annual Report to Stockholders for the fiscal year ended April 27, 2012, which contains financial statements for such fiscal year and the signed report of Ernst & Young LLP, independent registered public accounting firm, with respect to such financial statements, will be presented at the annual meeting. The Annual Report is not to be regarded as proxy soliciting material, and our management does not intend to ask, suggest or solicit any action from the stockholders with respect to the Annual Report.

OTHER MATTERS

As of the date of this proxy statement, the only business management intends to present at the annual meeting consists of the matters set forth in this proxy statement. If any other matters properly come before the annual meeting, then individuals appointed by the Board will vote on those matters in their discretion in accordance with their best judgment. All valid proxies received will be voted unless they are properly revoked.

You are requested to vote by visiting the www.proxyvote.com Web site as indicated on the proxy card, calling (800) 690-6903, or by signing, completing and dating a proxy card and mailing it promptly in the envelope provided. *Your vote is very important.*

Bob Evans FARMS®

ANNUAL MEETING OF STOCKHOLDERS

AUGUST 22, 2012

Bob Evans Farms, Inc. ~ Dan Evans Center for Excellence

3700 S. High Street

Columbus, Ohio 43207

Meeting begins at 10:00 a.m. — Doors open at 9:30 a.m.

Stockholders of record as of June 29, 2012, are welcome to attend the 2012 Annual Meeting of Stockholders of Bob Evans Farms, Inc. Please note the following admission requirements:

- If you are the stockholder of record, you must bring:
 - valid government-issued picture identification; and
 - an admission ticket (which is attached to the enclosed proxy card) or a copy of the Notice of Internet Availability of Proxy Materials that you received in the mail in order to enter the meeting.
- If your shares are held in the name of your broker, bank or other stockholder of record, you must bring:
 - valid government-issued picture identification; and
 - an account statement or a letter from the stockholder of record indicating that you were the beneficial owner of the shares on June 29, 2012, in order to enter the meeting.
- If you are the representative of a corporation, limited liability company, partnership or other legal entity that holds shares of our common stock, you must bring:
 - valid government-issued picture identification; and
 - acceptable evidence of your authority to represent the legal entity at the meeting ~ Only one representative may attend.
- If you arrive at the annual meeting without the required items described above, you will not be able to attend the meeting.
- Cameras and recording equipment, or similar devices, are not allowed into the annual meeting. Cell phones must also be turned off.

